

EXHIBIT 6



June 29, 2018

Certification

Park IP Translations

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from Chinese into English of the document with bates number range: IRI-CRT-00000956 – IRI-CRT-00001010.

A handwritten signature in black ink, appearing to read 'Hanna Kang'.

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IRICO Group Corporation - Company Document

IRICO OFFICE No. (2004) 97

Issuer: Tao Kui

**Request for instructions about "Overall Plan for the Separation,
Restructuring and Diversion of Primary and Secondary Service of
IRICO Group Corporation "**

To Ministry of Finance of the People's Republic of China:

According to the description of "Implementation Measures for the Reassignment of the Redundant Staff by the Separation of Primary and Secondary Service, Restriction and Split of Auxiliary Business from State-owned Large and Medium-sized Companies" issued by 8 ministries (including Former State Economic and Trade Commissions - Company Refrom FileNo.[2002] 859), "Notice On the Issues of Further Defining the Separation of Primary and Secondary Service, Restructuring and Split of Auxiliary Business of Large and Medium-sized State-owned Companies" issued by 4 ministries (including State-owned Assets Supervision and Administration Commission of State Council of People's Republic of China) (State-owned Assets



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-allocation file No.([2003]21) and other official documents, IRICO Group Corporation combined the actual situation and requests from 'Notice on Basic Contents and Related Requirements about Overall Plan on Separation, Restructuring and Diversion of Primary and Secondary Service Submit by State-owned Key Companies' issued by 3 ministries (including former state Economic and Trade Commission, Ministry of Finance, Ministry of Labor and Social Security Department of the People's Republic of China, State Economic and Trade Commission Company Restriction Office file No.[2003] 27 and presented the "Overall Plan for the Separation and Reform of Primary and Secondary Service of IRICO Group Corporation " for revision.

- Annex: 1. Overall Plan on Separation, Restructuring and Diversion of Primary and Secondary Service of IRICO Group Corporation
2. Organisation Chart of IRICO Group Corporation
- 3.Strategic Positioning and Development Planning of IRICO Group Corporation (Abstract)
4. List and basic information of units participating in the restruction plan
5. Resolution issued by Executive Office (Resolution issued by General Manager Office)

[Stamp: IRICO Group Corporation.]

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IRICO Group

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Annex: 1:

IRICO Group Corporation Overall Plan on Separation, Restructuring and Diversion of Primary and Secondary Service



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Annex 1:

IRICO Group Corporation
Overall Plan on Separation, Restructuring and Diversion of Primary and Secondary Service

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Annex 1:

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IRICO Group Corporation
Overall Plan on Separation, Restructuring and Diversion of Primary and
Secondary Service
Part I Basic Information of IRICO Group Corporation

I. Brief Description of IRICO Group Corporation**(I) Historical evolution**

IRICO Group Corporation. is a large-scale wholly state-owned company approved by the State Council and is directly managed by the State-owned Assets Supervision and Administration Commission of the State Council. IRICO GROUP Co. Ltd was established on the basis of the former IRICO ELECTRONICS Group Corporation. Its predecessor was the Shanxi Color CRT Plant and was listed as a key introduced project by the national “6th Five-Year Plan” and “7th Five-Year Plan”. The first Chinese colour picture tube in China was produced in the former Shanxi Colour CRT Plant.

(II) Situation of Asset Management**1. Situation of Assets**

As of December 31, 2003, IRICO Group Corporation - total audited amount of assets is 8,206,086,237.50 yuan, total liability is 3,741,147,826.62 yuan, total owners' equity is 4,464,938,410.88 yuan.

2. Situation of Operating activities

Main operating items of IRICO Group Corporation is colour display devices and its components, wherein the annual production capacity of colour picture tube (CPT) and colour display tube (CDT) (CPT and CDT belong to the range of CRT Products) breakthrough 11 million pieces. From the establishment and production date to current date, IRICO Group Corporation has produced 90.04 million colour picture tubes (display tubes) in total, cumulative product sales revenue is 72.1 billion yuan, realised profits and taxes is 9.078 billion yuan, export foreign currency earnings is 1.025 billion U.S. dollars.

(III) Situation of Personnel

The total number of employees in IRICO Group Corporation is 21410, wherein the number of various management personnel, engineers and technicians are respectively 1110 and 1579.

(IV) Investment structure and key companies

At present, the number wholly-owned subsidiaries, holding companies and joint stock companies of IRICO Group Corporation is 28, wherein IRICO Colour Picture Tube General Plant and IRICO Display Devices Co., Ltd. (LISTED COMPANY) are the key companies of IRICO Group Corporation .



IRICO COLOUR PICTURE TUBE GENERAL PLANT

IRICO Colour Picture Tube General Plant, an company owned by the whole people which was authorised by the Administration for Industry and Commerce of Shanxi Province and established in 1979. This plant is a wholly-owned subsidiary of IRICO Group Corporation . As of December 31, 2003, total assets of the plant is equal to 3,925,950,119.47 yuan, total liabilities of the plant is equal to 2,121,469,979.75 yuan, total owners' equity is equal to 1,804,480,139.72 yuan.

IRICO DISPLAY DEVICES CO., LTD.

IRICO Display Devices Co., Ltd. was established on July 29, 1992 and its stock was listed on Shanghai Stock Exchange on May 20, 1996. IRICO Group Corporation holds 56.14% stake of IRICO Display Devices Co., Ltd. As of December 31, 2003, the total audited assets of IRICO Display Devices Co., Ltd. is equal to 2,852,051,406.18 yuan, total liabilities is equal to 933,336,245.76 yuan, total owners' equity is equal to 1,918,715,160.42 yuan.

II. Situation on the development of primary service of IRICO Group Corporation

(I) Work done by highlighting elites in the primary service and improving the competitiveness of the primary service

1. Measures taken and main practices

(1) In 1992, the promotion and continuous improvement of the job skills wage system saved manpower costs and laid the foundation for the primary service continuing to deepen the reform of three systems.

(2) In 1993, the third industry division was established, in 1994, the division was restructured into a company (IRICO Third Industry Company) with independent legal person status. This company was assigned the functions of auxiliary production systems and logistical service units which were the support for the primary service. IRICO Third Industry Company is also the main channel for IRICO Group to separate secondary service and resettle redundant personnel.

(3) In 2002, the phosphor factory and deflection factory were sold respectively to a fluorescent material company controlled by IRICO Group and Xi'an ZIXUN Company, which enabled the organization streamlining and management strengthening of IRICO Group, the scale and market competitiveness in the market of these two companies were also enlarged and increased.

(4) In 2002, the implementation of the internal simulation market plan and the internal price settlement measures have enhanced the market awareness of various production Units.

(5) March on new display device, trial production of PDP products to solve the follow-up development issues of the Group.

(6) Strengthened the construction of technology research institutions and team, increased investment in the Group's technology centre, adopted technological transformation, process transformation and technical measures have improved productivity of primary service and corporate benefits.

2. Results achieved

The implementation of the above measures and practices has achieved significant results. Various economic indicators of the Group



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achieved steady growth, 2003 annual production number of colour tubes is 11.51 million, with year-on-year growth 19.8%; sales number of Colour Tubes is 11.54 million, with year-on-year growth 15.4%; completed sales revenue is 7.8 billion yuan, with year-on-year growth 12.6%; completed industrial output value is 12.5 billion yuan, with year-on-year growth 20%; completed industrial added value is 2.75 billion yuan, with year-on-year increase 6.6%; realised profits and taxes is 950 million yuan, with year-on-year growth 12.02%, wherein the total profits 594 million yuan, with year-on-year increase 30%, export CPT is 2.96 million, with year-on-year growth 48.7%; export earnings 85 million US dollars, with year-on-year growth 34%.

(II) Conditions on Implementation of the Policy of Reducing Personnel, Increasing Efficiency, Diversion and Resettling of Abundant Personnel

1. The main measures taken

(1) The Group transferred the division of logistics, public welfare, property etc to the established IRICO Third Industry Company with related personel diverted and resettled. In the past 9 years, over 1500 abundant personnel of primary service have been resettled by IRICO Third Industry Company.

(2) Over 400 employees of Xi'an IRICO Appliance Industry Company were diverted and resettled by adjusting of product structure.

(3) Over 200 personnel were diverted and resettled by the national policy on internal retirement.

(4) Over 1000 personnel were diverted and resettled by technical transformation, structural adjustment and streamlined mergers.

2. Results achieved

With the adoption of the above measures, over 3000 abundant personnel in total were diverted and resettled, which accounted up to 14% of the total number of personnel in the Group. The annual output piece of the color tube at the beginning of the construction of the Group is 0.96 million with about 5000 personnel; in 2003, the annual output piece of CPT of the Group has reached 11.51 million, only 13,000 employees were directly engaged in the production of color tubes and components, the company's labor productivity has been significantly improved.

(III) Main problems encountered in the development phase of primary service

1. The wholly-state-owned ownership is not conducive to the continued development of primary service.

According to annual data of 2002, besides IRICO Group Corporation , current domestic CRT manufactures are all foreign-funded, foreign joint venture or joint-stock companies, and IRICO Group Corporation is the only wholly state-owned company. In the fierce competition, the institutions and mechanism of the Group and its competitors were not on a same platform.

2. Heavy historical corporate duty

Due to historical reasons and geographical environment, the Group has assumed a considerable number of social functions, wherein affiliated schools, hospitals, kindergartens, public security offices etc were established. In the environment of increasingly fierce market competition, considerable effort and expense are required in such units so that the Group could not fully focus on production and operating activities.

3. Higher Overall Labour Costs

In terms of personnel structure of domestic colour tube manufacturing companies, original fixed-workers of IRICO Group accounted for the largest proportion,



so the wage costs are relatively high; In addition, Due to the limitation of the state-owned company system, it is difficult for companies to make marketisation in terms of personnel entry and exit, income adjustment, etc.

(IV) Problems existed in the work of diverting redundant personnel

1. Constraints in the socio-economic environment

The main company and majority employees are located in Xianyang City, a western Chinese city where the economy and society were not developed. The demand for labour resources from the society is relatively low with limited market capacity and there were many laid-off and unemployed people, making it difficult to divert redundant personnel.

2. Ideas and thoughts of personnel are relatively conservative

Due to historical reasons, the company formed a relatively closed and independent industrial city, which lead employees to a strong awareness of traditional concept and weak abilities to adapt to economic changes, making it more resistant on implementing reforms.

3. Limitations on diverting and resettlement of redundant personnel

In the past, personnel diverting and resettlement work was implemented without complete labour contract system, most of the labor relations were still remained in IRICO Group or IRICO Colour Picture Tube General Plant, the actual relationship between these personnel and Group were not changed fundamentally. Actually, the unlimited joint of several liabilities to the Group have not actually been lifted. In addition, the Units that received abundant personnel of primary service were failed to establish a complete corporate governance structure, and the property rights and affiliations were still not clear, which restricted the development of these Units.

(V) The Ideas and Goals of Mastering the Competitive Strength of Primary Service in the Future

1. Ideas on reforming and development of primary service

(1) Continuing to deepen the reform of the property rights system and implement a standardised corporate restructuring of primary service.

(2) Establishment and improvment of the management system of parent-subsidiary company, and making change of the Group from productive operation to strategic management.

(3) Implementation of overall cost guiding strategy in the field of productive operation; Implementation of relevant pluralism strategy in the field of display devices, strengthen technology research and development, track new products and technologies in the field of new display devices, making preparations for the Group with industrial and product structural adjustments.

(4)With the help of the capital market, carrying out financing operations to increase the competitiveness and influence of primary service of the Group.

(5) Optimisation of internal organiaation and functions, further reform on personnel issues, labour and distribution system.

(6)Continuing to strengthen the construction of corporate culture system.

(7)Implementation of the primary and secodary services' separation so that primary service would be continued without burden.

In summary, the overall thinking of the reform and development of IRICO Group includes: under the guidance of the correct development strategy,



giving play to strategical management function of the Group, implementing series of restructure and reform in the property right system, management system, internal mechanism, primary and secondary service separation, and achieving core competitiveness from overall cost guiding strategy; strength the transformation and creation of existing products, optimisation of product structure, timely entering the new display device field and realise industrial structural transfer by increasing the investment into scientific research.

2. Goal planning

By 2010, operating as a company with clear competitive advantages in the CPT field; capable of product researching or collaborative production with transnational companies, transform into a production and researching base with multiple products, scale operation, modern management system and international competitiveness, laying a solid foundation for long-term goal for "IRICO GROUP WITH HUNDRED YEARS' HISTORY"

Part II Overall situation on Separation, Restructuring and Diversion of Primary and Secondary Service

Paragraph I Separation of Primary and Secondary Service

I. Basis and scope on Division of Primary and Secondary Service

(I) Basis on Division of Primary and Secondary Service

1. The development strategy and planning of the Group are the fundamental basis on determining the boundaries of primary and secondary service.

According to the company strategy formulated in 2003, the Group implemented basic competitive strategy of overall cost guiding in the field of CPT products, which made the Group become an company with lowest overall cost and highest competitiveness in the display device field; With good operation of CPT products, the Group implemented multiple operation strategy at the same time, made the new type of display device as new economic growth point of the Group and strived to cultivate it as the second pillar of economy.

According to the strategic positioning and development plan listed above, existed CPT products and new display device are the core services of the Group and main direction of development, which also belong to the primary service of the Group (see Annex 2 for details).

2. Since the strong comprehensive supporting capacity is an important part of overall cost guiding strategy of the Group, the CPT supporting companies which constitute a major influence on overall cost are listed in the category of Primary Service.

- (1) High business relevance and inseparable companies in CPT field.
- (2) Supporting companies with high trading or conversion cost and direct impact on the competitiveness of CPT products.
- (3) Supporting companies with higher ratio of cost composition and direct impacton the competitiveness of CPT products.
- (4) Supporting companies with relatively high profit contribution rate or high revenue proportion of CPT business, high impact to the revenue of the Group.



(II) Basic category of primary and secondary service**1. The basic category of primary service**

The primary service must be related to display device, irrelevant industries and products are not listed in the category of primary service.

In view of IRICO Group's core competitiveness is overall cost guiding strategy, and it was mainly due to the high comprehensive supporting capacity of the Group, therefore the supporting companies with direct impact on overall cost composition for the display device of the Group are listed in the category of primary service.

2. Basic category of secondary service

Such category are those which were not listed in the category of primary service. The basic category of secondary service mainly include:

- (1) Parts of the Group that undertake social functions (such as schools, hospitals, public security office, IRICO Vocational College, IRICO Technical Secondary School, IRICO Technical School, etc.)
- (2) Logistic service system (mainly concentrated in IRICO Third Industry Company)
- (3) Supporting production systems with high degree of marketisation and non-significant transaction or conversion cost
- (4) Non-CRT industries which invested by the Group

(III). Specific scope of primary and secondary service**1. Specific scope of primary and secondary service**

(1) Products of primary service mainly include:

- 1) Production and assembly of colour display devices with various types and specifications
- 2) Main spare parts of colour display device, including electron gun, glass bulb, screen, deflection coil and special parts, etc.

(2) Companies of primary service mainly include:

- 1) CPT 1st Plant (CPT final assembly)
- 2) IRICO Display Devices Co., Ltd. (CPT final assembly)
- 3) IRICO Electron Gun Factory (Special supporting company of IRICO CPT, inseparable)
- 4) IRICO Electronic Screen Factory (larger proportion of the cost and high conversion cost)
- 5) IRICO Glass Factory (considerably large proportion of the cost and high conversion cost)
- 6) Xi'an IRICO Information Company (large proportion of the revenue and cost, high conversion cost)
- 7) Xianyang IRICO Electronic Accessories Company (Special in product supplying, inseparable)
- 8) Zhuhai Caizhu Industrial Corporation (large proportion of the revenue)
- 9) IRICO (Kunshan) Industrial Corporation (larger proportion of the revenue)



- 10) Shanxi Caiqin Electronics Co., Ltd. (Special spare parts supplying for IRICO CPT)
- 11) Shanxi IRICO Fluorescent Materials Co., Ltd. (large proportion of the revenue and cost, high conversion cost)

2. Specific scope of secondary service

(1) Social units ran by the Group

- 1) Units responsible for government functions; IRICO Group - Public Security Division
- 2) Public welfare units: IRICO School, IRICO Hospital, IRICO Vocational College, IRICO Technical Secondary School, IRICO Technical School
- 3) Welfare-type units: IRICO Kindergarten, Public Welfare Facilities (including shuttle bus team, bowling centre, swimming pool, gymnasium, real estate management office), property management centre, passenger shuttle team and communication stations managed by IRICO Third Industry Company

(2) Operational units providing logistics services

- 1) Three production headquarters' subsidiaries, IRICO Funeral Parlour, reception centre (including a travel agency), labour insurance products factory, commercial beverage company, advertising agency, renovation company, Qilipu comprehensive market, vehicle garage, equipment company, greenery company
- 2) IRICO Color Picture Tube Plant - Power Plant

(3) Part of the supporting manufacturing companies

- 1) Shenzhen IRICO Electronics Co.
- 2) Bracket Factory, Electronic Packaging Material Factory, Chemical Material Factory, Labour Insurance
- 3) IRICO Package Box Factory

(4) Companies invested by the Group with little relevance to primary service

- 1) Wholly-owned subsidiaries of the Group
 - a. IRICO Construction Engineering Co., Ltd. and IRICO Real Estate Development Co., Ltd. managed by the former, IRICO Construction Engineering Supervision Company, IRICO Construction Engineering Design Institute
 - b. Shenzhen Hongyang Industry and Trade Company
 - c. IRICO (Huizhou) Head Office
 - d. Haikou IRICO Hot Spring Hotel
 - e. China Electronic Device Industry Company
- 2) Subsidiaries controlled by the Group
 - a. Beijing Quanchuang Communication Equipment Co., Ltd.
 - b. Xi'an IRICO Electric Appliance Industrial Co., Ltd.



3) Participating companies of the Group

- a. Beijing Yingfu Taike Investment Co., Ltd.
- b. Beijing WEIXINNUO Science and Technology Company.
- c. Yongan Insurance Company
- d. Shenzhen IRICO HUANGQI Information Company

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II. Main pathway on the separation practice of primary and secondary service**(I) Pathway on the separation practice of main and auxiliary business**

1. Social units ran by the Group (such as IRICO School, IRICO Hospital, IRICO Group - Public Security Office, IRICO Vocational College, IRICO Technical Secondary School, IRICO Technical School) would be fully transferred to local governments to separate social functions from the Group through negotiations with local government based on carefully disposal of assets, organisations and personnel. For such units which the government is unwilling or unable to accept but in line with the state's policy of industrialised operation, the separation practice of primary and secondary service shall be implemented in the form of restructuring and diversion.

2. Benefit Logistic service Units ran and managed by the Group must be changed from welfare type to operational type, from gratuitous service to paid service, and gradually transform into social service from solely served for the Group, gradually be transformed into economic entity with independent accounting and self-financing. Organisations with living conditions in various markets shall participate in restructuring and diversion.

3. Establishing legal person economic entities with multiple property rights for the operational logistic service units through restructuring and diversion of primary and secondary service.

4. Participating in restructuring and diversion for small-scale supporting production companies with higher degree of marketisation.

5. Companies invsted by the Group with low degree relevance to primary service shall adopt the following separation methods:

(1) Wholly-owned subsidiaries of secodary service shall participate in Separation and Diversion.

(2) The holding subsidiary of secondary service shall participate in Restructuring and Diversion after obtaining consent of other shareholders.

(3) Participating companies do not participate in Restructuring and Diversion, strategically adjusting the investment according to the strategic plan of the Group, gradually withdraw and use the obtained funds for the development of primary service.

6. For discontinued operating Units or Units with survival issues (such as Haikou IRICO Hot Spring Hotel, Xi'an IRICO Electric Appliance Industrial Co., Ltd., etc.), the primary and secondary service separation practice shall be carried out by means of sale or legal settlement, and the employees shall be properly diverted and resettled with the liquidised assets.

(II) Restructuring and Diverting are the main pathways to separate primary and secondary service

1. For units that are not allowed to implement industrialised operations (such as the Public Security Office of IRICO Group, primary school

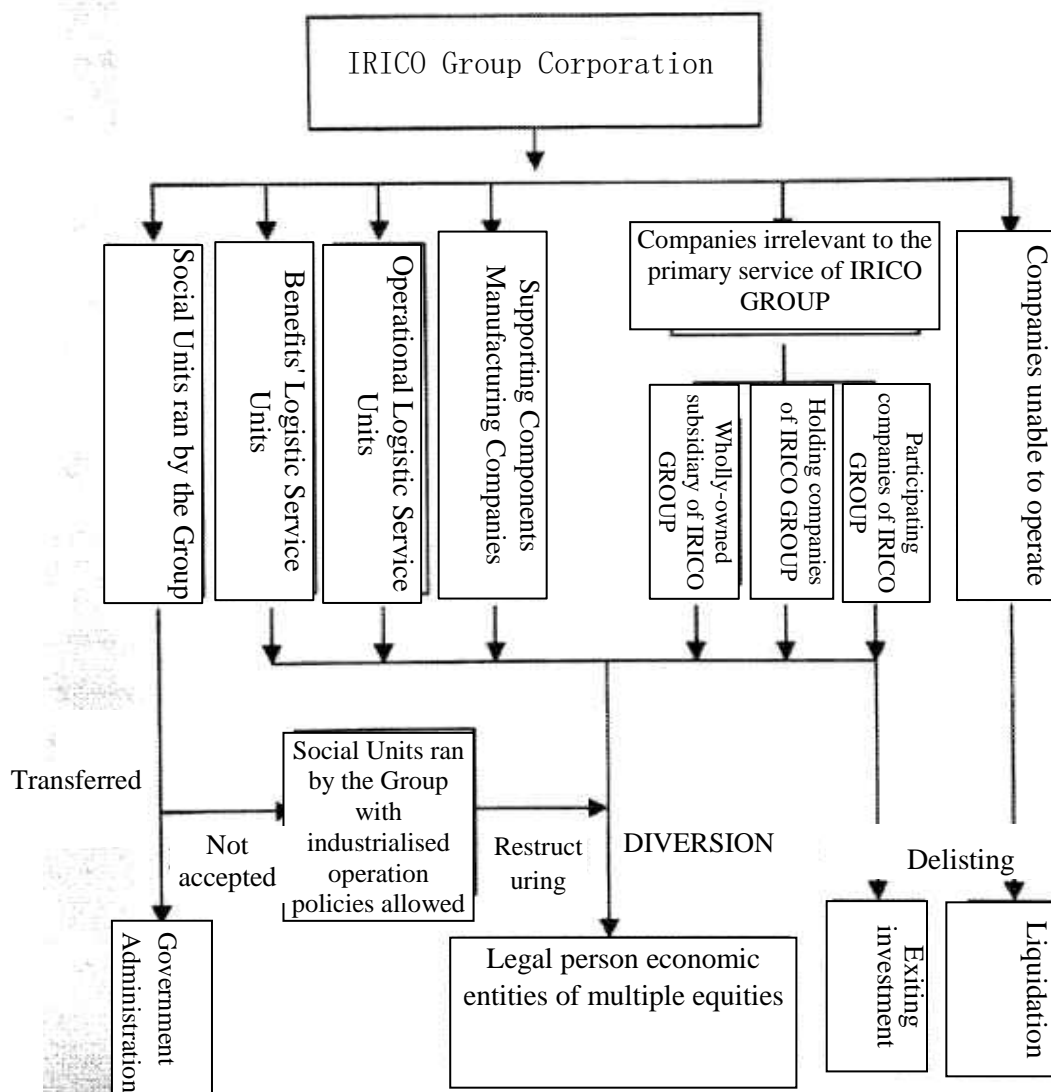


(compulsory education phase) of IRICO School and participated companies of IRICO Group shall not adopt Restructuring and Diverting method for the Separation of primary and secondary service. In addition, other Units of secondary service mainly adopt Restructuring and Diverting methods to realized the Separation of primary and secondary service.

2. For Units of secondary services where its assets attributable to third assets category of IRICO Group's primary service, where its staff belong to abundant personnel and where at the same time has the ability of market operational conditions, mainly adopt Restructuring and Diverting methods to separate from IRICO Group's primary service.

Attachment:

Schematic Diagram on Separation of Primary and Secondary Service



Paragraph II Restructuring and Diversion

I. General idea of Restructuring and Diversion

(I) General idea

1. By using the three types of assets of IRICO Group with various operating conditions, the legal person entities with market guided, independent accounting and self-financing have been established, diverted and resettled abundant personnel and finally realised the deconsolidation and marketisation of property rights, labour relations and affiliation relationships. On the basis of solving the problems of primary service, the foundation of secondary service was developed and strengthened.

2. For companies with market viability and its managers and employees have the intention to change the current systems, would be directly restructuring into legal person economic entities controlled by non-state-owned legal person; for those which do not currently meet the conditions above, shall continue to maintain its holding status of state-owned legal person, and also prepared for clear property rights, independent accounting, market orientation, self-financing and make preparations of plans and various issues for the transformation into non-state-owned legal person holding companies.

3. When carrying out the above separation and restructuring work, the labour relations should be rationalised according to law. For the employees who have been diverted into a non-state-owned legal person holding company, the former company shall terminate their labour contract according to the law and pay economic compensation, the restructured company shall sign a labour contract that is not less than 3 years; for the employees diverted into state-owned legal person holding company, the former company and the restructured company shall modify their labour contract according to the regulations of the state, the main body of labour usage shall be changed into the restructured company, the original labour contract shall be continued to perform and number of working years shall be calculated continuously.

(II) The goal to be achieved

1. Units of secondary service with the conditions for restructuring shall adjust its structure of property rights and improve its governance structure of legal person. After the restructuring practice, the single state-owned company is transformed into a non-state-controlled holding company with a diversified property rights structure; for those which do not currently meet the conditions above, the state-owned shares shall not exceed 75%.

2. Diverting and resettlement personnel, standardising labour relations under stability premise. In short, the Units of secondary service which have market survival conditions shall be restructured into market economic entities with independent legal person qualifications in accordance to the requirements of the Company Law; and the labour relations shall be regulated according to law on the basis of the proper personnel resettlement.

II. Three types of assets that can be used for restructuring and diversion

(I) Definition of the three types of assets

The development strategy and plans of the Group companies, the specific standard and scope on Separation of Primary and Secondary service of IRICO Group are the definition basis of three types of assets.



(II) The scope of three types of assets

At present, IRICO Group Corporation neither own idle assets with market survival capacity for more than 1 year nor companies under policy bankruptcy. Therefore, the three types of assets of the Group, including assets of secondary service, assets of logistic service Units and other assets with small relevance to primary service(excluding non-primary service assets of Primary School - IRICO School and Public Security Office of IRICO Group Corporation) are the non-core assets of IRICO Group.

(III) Summary of non-core assets**1 . Distribution of non-core assets**

The three types of assets of the group companies are distributed into company-run schools, medical care, architectural design, construction supervision installation, hotel reception, early childhood education, property management, public security, etc., logistics service units; companies for production of colour tube supplementary parts: group companies invest in businesses with little relevance to the main business

2. Benefits of non-core assets

The overall efficiency of the three types of assets is relatively poor: some have already experienced sharp price reductions due to changes in the market; some assets belong to welfare facilities: they do not have operating capacity; some belong to IRICO supplementary production assets, but due to high labor costs, the added value is low, and the benefits are average. In addition, within the three types of assets, most of them are non-performing assets.

3. Ratio of non-core business assets to total assets

According to preliminary statistics, non-core assets amounted to approximately RMB 1.7 billion, amounting to 20% of the total assets of the group companies.

III. Personnel involved in restructuring and diversion**(I) OVERALL SITUATION**

The personnel involved in the restructuring and diversion is 3,596 people, which is approximately 17% of the total number of employees.

(II) Information on social security

The restructuring and diversion units of the group companies all participated in the social pooling of pensions, medical care, fire, occupational injury, and childbirth, etc. in accordance with national and local regulations. The above-mentioned social insurance contribution rates are: company bears 20% and individual bears 7% for pension insurance; company bears 6% and individual bears 2% for medical insurance; company bears 2.5% and individual bears 1% for unemployment insurance; company bears 0.4% and individual does not bear anything for maternity insurance; company bears 0.6% and individual does not bear anything for industrial accident insurance. All units of the group companies are paid in a timely manner and in full amount as required, and there are no arrears in social insurance premiums. Social security payments for retired personnel have been socialised.

(III) Information on employee debt

After a preliminary investigation, the restructured diversion unit did not owe any unpaid wages, collective raised funds, medical expenses, social insurance fees, etc.



Information on internal liability of staff.

Attached: **Breakdown of the IRICO Group's three types of assets and the personnel involved**
(As at October 2003) Unit: yuan

Series No.	The type of assets involved and unit	Amount of assets	Number of employees involved
1	IRICO Hospital	12272601	150
2	IRICO School	76102381	229
3	Training Centre	1994856	40
4	IRICO Three Production Company	59925425	664
5	IRICO Construction Engineering	10479099	78
6	China Electronic Device Industry	562319639	218
7	Shenzhen Hongyang Industry and	244022127	4
8	Xi'an IRICO Electric Industrial	77999911	1373
9	Shenzhen IRICO Electronics	29409679	8
10	IRICO Haikou Hot Spring Hotel	79995391	20
11	IRICO Packaging Factory	Shareholding company	11
12	Shenzhen Royal Flag Information	Shareholding company	8
13	IRICO Power Plant	490000000	793
	Total	1644521109	3596

IV. Principles to be followed during restructuring and diversion

(I) Restructuring and diversion should be combined with the adjustment of business, assets, and personnel structure, focusing on resource integration, in order to improve the market viability of reformed companies.

Due to factors such as the management system and interest structure, intra-group competition and division of resources exists, weakening the competitiveness of companies. Therefore, in the process of separating the main and auxiliary divisions and restructuring and diversion, both the main business and the auxiliary business must pay attention to the restructuring of businesses, assets, and personnel.

(II) Overall planning should be done followed by step-by-step implementation; ensure maturity of one before restructuring the next.

The assets and business of the subsidiary units should be restructured, and the overall personnel should be redistributed based on their current unit and position



with the purpose of helping to stabilise and increase the competitiveness of the company market. For the companies that fulfil operating and restructuring conditions, the Group Companies shall withdraw from state-owned stocks or only maintain the status of shareholding; for those that fulfil operating conditions but temporarily do not have state-owned shares to exit or shareholding conditions, shareholdings of the IRICO Group companies can be temporarily maintained, but depending on creation conditions, exit should be carried out as soon as possible.

V. Format for restructuring and diversion and shareholding structure

(I) Restructuring and distribution format

According to the price of specific auxiliary units, making full use of market resources and methods, in accordance with "Company Laws" and other relevant laws and regulations, through forming joint ventures, cooperations, sales, leasing, and contracting methods, to gradually realise ownership diversification. The Group will also encourage employees, managers and social investors to invest in the restructured and diverted companies. Employees will be allowed to transfer their economic compensation income to shares or bonds of the diverted companies.

Restructuring the subsidiary business units into companies with diversified shareholding is the main method of restructuring and diversion. Most of the subsidiary business units will be directly restructured or in two steps into non-state-owned legal person-controlled limited liability companies.

(II) Equity structure of restructured companies

1. Restructured and diverted companies that fulfil the conditions for surviving in the market, they shall be directly reformed and diverted companies are directly restructured into non-state-owned legal person-controlled limited liability companies. The state-owned legal person shares of the group companies can be retired or retain their shareholding status, and the proportion of equity participation should be lower in principle be below 20%.

2. Restructured or diverted companies that do not have market viability for the time being, the IRICO Group should still implement an overall plan and withdraw gradually. The IRICO Group's shareholding ratio should in principle be lower than 75%.

3. Companies that the government does not want to accept and where the national policy allows industrialised management, can be restructured into a corporate economic entities. Its equity structure shall be based on the restructured industry shareholding structure model.

VI. Dealing with assets and creditor's rights and liabilities in the process of restructuring and diversion

(I). Basic principles

1. Strive to introduce incremental assets to revitalise existing assets
2. Assets will go with the business
3. Based on the principle of asset correlation and business relevance to reasonably apportion debt claims and debt

(II). Basic procedures for asset processing

1. After the overall plan for separating and diverting main and auxiliary divisions was jointly approved by the SASAC, the Ministry of Finance, and the Ministry of Labor and Social Security,



and in accordance with “Measures on State-owned Companies Pursuing Capital and Nuclear Funds” (State Council No. 1), ‘Notice of the Ministry of Government on Printing and Distributing the “Provisional Regulations on the Management of State-owned Capital and Financial Processing of Company Company Restructuring”’ (Caiqi Company [2002] No. 313). The relevant regulations for the management of state-owned assets assessments are subject to inventory, audit, and evaluation of the three types of assets.

2. After the assessment, the state-owned net assets can be paid and reserved:

(1) Economic compensation for termination of employee labour contracts. The economic compensation for termination of the employee labour contracts, shall be implemented in accordance to the “Notice on Printing and Distributing State-owned Large and Medium-sized Businesses, Separation of Main and Auxiliary Businesses, and Relocation of Recruited Resident’s Labor Relations” (Official Law Department, No. [2003] No. 21).

(2) The one-time social insurance premiums paid by the employees transferred to social security agencies.

(3) Due to restructuring and diversion, the living expenses and social insurance premiums of internal retired personnel are retained.

3. For state-owned net assets that are not sufficient for various payments and reservation, the insufficient portion will be supplemented by the group companies.

4. If there is any leftover after the state-owned net assets are paid and reserved, the remaining portion may be sold to employees or external investors as required, or may be retained in the reformed company by way of leasing, equity participation, conversion to credit, etc., but it may not be quantified to individuals without compensation.

5. The group companies shall entrust an accounting firm with a special audit on the payment and reservation of state-owned net assets, and the accounting firm shall issue a special audit report.

6. If the state-owned net assets used to make various payments and reservations (including the part that the original entity supplemented) results in a decrease in the book value of the state-owned assets, within 30 days of establishment of each batch of the group companies’ restructured companies, the relevant information should be summarised and reported to the State-owned Assets Supervision and Administration Commission for approval to offset state-owned equity.

7. For divested assets that do not fall within the scope of reform and diversion but has operating conditions, an company legal person may be established to conduct independent accounting and correspondingly relocate part of the employees: for divested assets that do not have operating conditions, they may be treated as an overall public sale or lease operation. The income should be preferentially used for the placement of employees: for divested assets that do not meet the above conditions, they will be temporarily managed by the group companies or a reformed company that is willing to accept them.

(III) Handling of claims and debts

1. The principles for processing debt claims

(1) The principle of debt claims and debts going with assets



When assets are transferred to an company to be restructrued, corresponding debts thereof should be transferred as well. Any liability that can be identified as arising from an asset or operation shall be transferred together with the asset or operation, in principle, to an company to be restructrued.

(2) Principle of legality

It is necessary to ensure that the liabilities that are transferred -into the restructured units are legally transferred with proper documentation, the origins of the debt claims and liabilities should be clearly documented and legal.

(3) Respecting the rights of creditors

Creditors should first be consulted before transferring the debts into the restructured units, negotiation should be carried out to ensure debt implementation.

(4) Principle of proportionality

To ensure that the restructuring of the unit's financial structure is sound and reasonable, it is necessary to comprehensively consider the scale of claims and liabilities on the Group Companies and its own net assets.

2. Method of implementing creditor's rights and debts

(1) The group companies shall arrange for the liquidation and verification of the creditor's rights and debts of the reformed companies, perform necessary audits, and implement creditors and debtors and enter into debt repayment or preservation agreements with creditors or debtors.

(2) If the restructured company is originally an independent legal person, it shall continue to assume and implement the original relationship of creditor's rights and debts; assuming the debt at the agreed proportion from the original company that is being restructured to the restructured company.

(3) For wholly-owned subsidiary business unit that implements overall restructuring, all the creditor's rights and debts of the original company shall be inherited by the established company-owned company; if divestment is implemented, the divested company shall inherit the related creditor's rights and debts of the original company; merger restructures, the merged company shall inherit the debt claims and debts of the parties before the merger.

(4) Group internal debt (including the remaining part of the state-owned net assets of the restructured company after the various remunerations were made in the restructured company) cannot offset due to restructuring or diversion due to separation of primary and secondary, but the group companies' relevant units should implement prompt settlement, and the relevant units should create practicable repayment plans and repay on schedule.

(5) During the course of asset investigation, if liabilities to employees of the company is found, it should processed according to the provisions of Document No. 313 Article 17 of the government regulations.

VII. Treatment of land use rights of restructured companies

According to national and local government regulations on land management and the regulations in Document no. 859, the land used by the reformed companies will be dealt with as follows:

(I) The land used by the reformed company is the land obtained by the group company through transfer. The group company may



According to specific circumstances adopt transfer, leasing, investing in shares, use for free, etc. methods to be used by the restructured company.

(II) Land currently used by restructured companies will be allocated to the group companies, however, the land usage will not change. Through the group companies' consensus and the approval of the People's Government land bureau at the county level and above (inclusive), the land can continue to be used using the allocation method: for land where the usage needs to be changed, it should be audited in accordance with the "Allocation of Land Directory" (Land and resources regulation No. 9), and the usage needs to comply with the "Allocation of Land Directory", following that, it can continue to be used using the allocation method. If it does not comply with the "Allocation of Land Directory", the land shall be paid for use in accordance with the law, and the proceeds of land transfer shall be allowed to be used to pay for the cost of the land.

VIII. Methods of personnel diversion

(I) Principles for diversion of personnel

1. Properly handling the relationship between reform, development and stability

We will focus on the overall goals of the group company's restructuring and diversion work, considering the endurance of companies, employees, and society, to differentiate between different situations: to divide and relocate the surplus people in different ways.

2. Adjusting labour relations according to regulations

In the process of restructuring and diversion, the labour relations between the reformed units and employees are adjusted according to law. Adjusting labour relations should take into account the interests of all parties, safeguard the legitimate rights and interests of companies and employees, and achieve harmony in labour relations.

3. Standard operations

In the framework of the overall company restructuring plan, employees are divided according to relevant laws, regulations and related policies. In the resettlement plan, the employee's diversion resettlement plan must be considered by the representatives of the reformed company or the trade union, and report to the group company for audit and record keeping.

4. Maintaining policy coordination and stability

In determining the specific policies and standards for the diversion of personnel, attention should be paid to the overall balance and to the furthest extent possible coordination and stability of related policies.

(II) Distribution of resettlement personnel

The diversion of resettled personnel refers to the national industrial policy, to implement the principle of company development strategy and the principle of specialised division of labour, it requires independent auxiliary industries, logistic service units and employees of auxiliary units that have little relationship with the main industry. On top of that, due to the main industry's production, product mix adjustments requires the surplus personnel to be diverted and streamlined.

(III) Ways to divert people for resettlement

1. Diversion to restructured companies



The employees dissolve labour relations with the main company and re-sign new contracts or amend the relationship in the original labour contract, and continue to work in the restructured company. This is the key method for personnel diversion and resettlement.

2. Employees meeting the conditions for internal retirement may proceed with retirement procedures

Employees who are less than five years away from the statutory retirement age may apply for voluntary retirement and after receiving approval from the company, with reference to the 1993 State Council Order No. 111, proceed with and receive internal retirement.

3. Employees who meet the conditions for early retirement should apply for early retirement procedures in accordance with relevant state regulations

4. Self-employment

In the process of restructuring, employees who voluntarily apply to dissolve the original labour contract to work in society should be encouraged.

(IV) Dealing with various labour relations in the process of restructuring and diversion

1. Prior to the implementation of the restructuring and distribution work, various chaotic and unclear labour relations shall be cleared according to law, and those employees who meet the conditions for restructuring and diversion shall participate in the restructuring and diversion.

2. All employees participating in restructuring and diversion, shall have their original labour relations handled in accordance with the following provisions:

(1) Employees transferred to a non-state-owned legal person holding company

After the employees and the main company cancel the original labour contract, economic compensation will be provided according to the provisions of the Ministry of Labour and Social Security [2003] No. 21. Workers shall re-sign labour contracts with the restructured company, and the number of years of employment in the restructured company shall be calculated anew. The term of the labour contract shall be negotiated between the reformed company and the employee. If the negotiation is mutually agreeable, the time limit for re-signing the labour contract shall be not less than 3 years.

(2) Employees transferred to restructured companies with state-owned legal persons shareholding

After the employee and the main company terminate their labour relations, the reformed company shall continue to perform the rights and obligations of the original labour contract with the employee, and no economic compensation shall be paid out, but the employee's working years before and after the restructuring shall be consolidated. When the restructured company is changed to a non-state-owned legal person holding company, refer to the previous compensation standard. Restructured companies and employees who cannot reach a consensus during negotiation within the labour contract deadline shall continue to execute the unfulfilled conditions within the labour contract; if the original contract fulfilment deadline is shorter than 3 years, it shall be extended to 3 years.

(3) Internal retired workers

For personnel who have undergone internal retirement before the reform, the group company or the reformed company shall continue to fulfil the internal retirement agreement signed with the employees.

In the case of company restructuring and diversion, if the employee who meets the internal retirement conditions applies for internal retirement and is approved by the company, both parties will sign an internal retirement agreement. The company will no longer arrange jobs for them during the period of internal retirement



and the employee shall receive monthly pensions until the statutory retirement conditions are met and a formal retirement application is raised. The pension and social insurance during the retirement period can be obtained from the reserved state-owned net assets, and a corresponding management system can be established, to ensure that a special account is set up for that purpose.

(4) Self-employed workers

In the process of restructuring, where employees voluntarily terminate the labour contract with the company to work in society, the company should terminate the labour contract in accordance with relevant provisions. Economic compensation should be provided, and within the specified time for the staff, document transfer and continuity for the organisation's relations, file relations, social insurance relations, unemployment registration and other matters should be handled by the company.

(5) Persons suffering from occupational injuries (including occupational diseases)

Personnel who suffer injury due to work (including occupational diseases) shall apply in accordance with the Regulations on Work-related Injury Insurance and enjoy relevant treatment.

(6) People who are ill or injured due to non-work related reasons

Persons who are sick or injured due to non-work related reasons shall be resumed according to their physical condition after the prescribed medical period is over: if they can engage in the original work, they shall continue to perform the original labour contract; if they cannot engage in the original work, the corresponding adjustments to their labour relationship shall be made in accordance with the labour contract law.

(V). Continuation of social insurance relations

Group companies and restructured companies should actively coordinate with the social security department, and handle the transfer of social insurance relations and follow-up procedures for employees promptly.

After restructuring, the reformed companies shall strictly implement the relevant social security provisions of the government of the country and the company, and continue to pay the relevant social insurance costs for the employees.

(VI). Expenses related to staff resettlement

1. Economic compensation paid for termination of labour contracts

Employees who have been diverted to non-state-controlled holding restructured companies are considered to have terminated the labour contract with the original main company, and economic compensation is given from the state-owned net assets of the reformed company. Where mutually agreed, the compensation can be transferred as equity or claims in the restructured company for the employee on a voluntary basis.

The standard of economic compensation for the termination of labour contracts shall be implemented in accordance with Article 21 of the Law and Industry Department [2003].

Considering that the IRICO Group is the main body of the adjustment of labour relations, at the same time, for the convenience of calculation, the average monthly salary of the company is determined in principle according to the average monthly salary of the group company in the previous year, and where the monthly average wage of the affiliated company is higher than the average monthly salary of the group company, the group company shall determine the monthly average salary standard of the company after



2. Pension for internal retired personnel

The standard of living expenses for personnel under internal retirement shall be determined according to the actual conditions of the restructured companies, but the maximum standard of living expenses shall not exceed the amount calculated according to the calculation method for calculating the pensions of normal retirees based on the province where the reimbursement is performed. The minimum must not be lower than the minimum living standard stipulated by the local government.

After the standard for the living expenses of internal retired personnel is approved once, it will no longer be adjusted until the formal retirement, but if it is lower than the local government's minimum living standard, it shall be supplemented. When the retirees meet the statutory retirement conditions, the pension shall be calculated according to the regulations of the social security department to calculate their basic retirement pension after retirement.

3. Cost for leaving personnel

For the expenses that have been included in the social integration, socialisation issuance will be implemented: for the long-term expenses of the company that are carried out according to the regulations of the state or the local government, the expenses for the implementation of the examination and approval procedures shall be reserved.

4. Sources of related expenses

The economic compensation paid for the termination of labour contracts, the living expenses of the retired personnel, social insurance premiums, and overall expenses for retirees that should be paid in accordance with state regulations are paid or reserved in principle from the state-owned net assets of the reformed company. Insufficiencies in the state-owned net assets of the reformed company in accordance with regulations shall be supplemented by the group company.

(VII) Support and Incentive Measures in Personnel Division and Resettlement Work

First, according to the spirit of the National Conference on Reemployment and the provisions of Article No. 859, the group will implement the relevant diversification strategy in the process of extending the main industry, extend the industrial chain, cultivate new profit growth points and vigorously develop employment. The second is to fully publicise the policy, to help reformed companies effectively use the tax relief and subsidy policy and support employees who seek to be self-employed and self-employment. Thirdly, it is to find suitable social institutions for training, to guide workers to change the concept of employment. Fourthly is to establish industry workers' entrepreneurial incubation mechanisms, etc.

IX. Total amount and source of economic compensation

Diverted employees who entered a reformed non-state-owned legal person holding company, are entitled to economic compensation at the same time as they are released from the labour contract with the group company.

(I) The calculation standard of the economic compensation fund is based on specified standards of the National Economic and Trade Reform [2002] Article No. 859 and the Ministry of Labour and Social Affairs issued [2003] Article No. 21.

(II) According to preliminary calculations, the total amount of economic compensation for dismissing employees' labour relations is about 2



billion yuan (approximately 3,596 people, the per capita compensation period is 21 years, the per capita compensation is approximately 55,000 yuan).

(III) The main source of economic compensation funds was the Group's state-owned net assets in the restructured and diverted companies, as well as the transfer of shares and income from realised assets of the group companies; for the part that is insufficiently paid, including economic compensation, according to law, the group company will make up for it.

X. Handling of Several Problems in the Process of Restructuring and Distributing

(I) Related transactions

After the separation of the reformed companies, the transactions between the group companies and the reformed companies will be conducted in accordance with market rules and fair, reasonable and equal voluntariness. The transaction subjects shall enjoy the corresponding civil rights in accordance with the civil contract, and bear the corresponding civil obligation.

(II) Support policies for reformed companies

The group company will provide certain policy support for the reformed companies. These policies mainly include:

1. From the perspective of supporting the reformed companies, the group company will appropriately protect the internal market, while under the same conditions, give preference to the products and services of the restructured companies, to fulfil the principle of "helping someone on a horse and sending them off".
2. Create production and operating conditions for restructured companies
3. Take of the management, technology, and talent advantages of the group company to provide guidance and assistance to the reformed companies,
to promote management and technical upgrading.
4. Helping, recommending and supervising the production process of the reformed company managers is legal.
5. For those that do not have independent operating conditions for the time being, they will be given a certain period of support, and the cost will decline year on year.

The Group's support for the government policy uses the following principles, "internal priority without protecting backwardness" and "preference under the same competitive conditions". In this way, the reformed companies can get rid of the idea of dependence, and actively reduce cost and improve quality, improve services and increase market competitiveness as soon as possible.

The group company will unify and reform the companies to make related support agreements.

Part 3 Units participating in restructuring & diversion and its diversion scheme or plans

I. List of units participating in restructuring and diversion and their basic conditions (see Annex 4)

20



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II. The first batch of restructured pilot units of the reform diversion plan

IRICO Construction Engineering Corporation, China Electronic Component Industry Corporation, Shenzhen IRICO Electronics Corporation, all three companies are the first batch of reform and diversion pilot units of the IRICO Group.

The assets and liabilities structure of the three companies are shown in the table below;

Unit: Yuan

unit	Total Assets	Total Liabilities	Shareholders' Equity
China Electronic Components Industrial Headquarters	541,474,980.71	329,170,494.46	212,304,486.25
Shanxi IRICO Construction Engineering Company	32,166,313. 23	25,376,615. 75	6,789,697.48
Shenzhen IRICO Electronics Co., Ltd.	35,449,139.90	7,182,279. 03	28,266, 860. 87

(As at December 31, 2003)

All three companies were transformed into non-state-owned corporate controlled limited liability companies.

The three companies have altogether distributed 304 people, among them, 243 people entered restructured companies, 61 people went into internal retirement, there were none who opted for self-employment, no work-related injuries and other personnel.

The three companies need to pay an economic compensation of 20,484,379 yuan, with a reserve for retired personnel cost of 8,248,330 yuan (among them, internal retirement living expense is 6,546,278 yuan, retired social insurance premiums are 1,702,052 yuan).

Relevant personnel cost calculations for the three restructured and diverted companies

Amount: yuan

Name of Company	People placed	Number of people entering the restructured company	Internal retirement staff	Average length of service	Economic compensation reimbursement	Compensation per capita	Internal retirement living expenses	Internal retirement insurance premiums
IRICO Construction Engineering Company	78	63	15	22	3483207	55289	843060	219196
China Electronic Components Industrial Corporation	218	172	46	20	16242476	94433	5703218	1482856
Shenzhen IRICO Electronics Co., Ltd.	8	8	0	20	758696	94837	None	None
Total	304	243	61		20484379		6546278	1702052
							Total: 8248330	

(The final compensation standards of the three companies are comprehensively balanced by the group company after consultation with the staff and workers, with reference to the compensation standards of other reformed units within the group).



The plan for restructuring and diversion of three companies are as follows:

I. Industrial and IRICO Construction Engineering Co., Ltd. Restructuring and Shunting Scheme

I. Basic Information

The company as established in March 1993, the ownership of the company is by all the people, the mode of operation is project general contracting.

The subsidiaries of the company, Xianyang IRICO Real Estate Development Company, IRICO Construction Supervision Company and IRICO Construction Engineering Design Institute, have not been independently accounted for.

Deadline is December 31, 2003, total assets amount to 32,166,313.23 yuan, total liability is 25,376,615.75 yuan, total equity of owners is 6,789,697.48 yuan.

II. Analysis of restructuring conditions

(I) The engineering company has a certain survivability and market development potential.

The engineering company and its subordinate units currently have three qualifications for real estate development and construction general contracting: a Grade A qualification for engineering cost consulting, a Grade B qualification for building design, and a Grade A qualification for construction project supervision. The engineering company has numerous qualifications, but due to restrictions in the system and operations, its full value could not be realised.

(II) Most of the engineering company operators and most employees are enthusiastic about the restructuring.

(III) The management team is more united and has the spirit of market development.

In short, the engineering company have certain market development potential and survivability, and the operators and employees are more supportive. It fulfils the conditions for a one-time restructure into a non-state-owned legal entity limited liability company.

III. Restructuring content

(I) Reformed method and equity structure

1. Reformed form

It was restructured into a limited liability company that is controlled by a non-state-owned legal person. Engineering companies, design labs, and supervisory companies combine to form a limited liability company that carries out the general contract business, and IRICO Real Estate remains a limited liability company under the Company law.

2. Equity structure

(1) The shares of the Company's Group Companies shall be transferred to the existing Company's operators and employees and the share of the shares shall not exceed 20%.



(2) The ratio of the operator and the employee's shareholding is more than 50%, and the employee's shareholdings are skewed to the operators and the backbone of the business. The amount of shares held by the business operators shall not exceed, in principle, 5 pattern all shares of the average employee.

(3) Private capital is absorbed, and the proportion of equity is below 30%.

(4) Source of shareholder capital contribution: The company consolidates the remaining net assets of the company after changing the asset cost. The company pays the economic compensation, and receives from managers and employees as part of our cash contributions. Private capital is invested in cash.

3. Shareholding carriers of operators and employees

The number of operators and employees exceeds the number of shareholders of a limited liability company as stipulated by the Company Law. Therefore, a carrier who holds stocks of the company and its employees will entrust the trust company or union to hold shares on its behalf. This can be done in the way that the employee's representative holds the stock after the decision of the funding employee. Parties involved in the negotiations with regard to the specific details of the mandated share-holding arrangements agreed that the agreement should clearly state the legal basis for funding.

4. Corporate governance structure

(1) The Company constitutes a shareholders' meeting, which is the authority of the Company, and is composed of all shareholders and exercises rights under the "Company Law" and the Articles of Incorporation.

(2) The company's Board of Directors is the highest decision-making level of the company and the board consists of three to thirteen members. Members of the Board of Directors shall be nominated by shareholders at the rate of their ownership, elected at the shareholders' meeting, and the board shall be responsible for exercising its powers in accordance with the company law, articles of association and the rules of the Board of Directors. The chief supervisor is the legal representative of the company

(3) The company establishes a board of supervisors, which is the company's supervisory body and is elected and responsible by the shareholders' meeting. The number of supervisors must be three or more, and an employee representative must attend. The board of supervisors has one chairman of the board of supervisors and is the convener of the board of supervisors.

(II) Personnel status and placement diversion advice

1. The existing 78 employees of the engineering company participated in the restructuring and diversion, and 63 of them entered the new company after the restructuring.

2. 63 people who entered the reformed company canceled the labour contract with the group company and received economic compensation.

3. 15 employees who meet the conditions for internal retirement can apply for the internal refund procedure on their voluntary grave basis. The IRICO Group Company shall incorporate the current internal retired personnel management system for management.

4. For retirees, the relevant pooling costs will be transferred to the group company and the personnel will be handed over to the Retired Office of the IRICO Group.



5. Employees who entered company work after restructuring contract with the new company to sign a labour contract with a term of no less than three years.

(III) Total amount and source of economic compensation

Taking 31 October 2003 as the base date, after preliminary calculation of economic compensation, the total amount is 3483207 yuan. The source of funding is primarily the revenues from the net assets of the group companies of the engineering company, the transfer of shares of the group companies, the realisation of assets, etc., and the company will compensate for the deficiencies, including economic compensation.

(IV) Disposal of assets

1. At present, the houses of the group companies occupied by the company are not included in the reform scope and are recovered by the group company and leased to the engineering company for use.
2. The Group's undistributed profits have been allocated over the years.
3. The Group company pays the economic compensation, including the revised scope and estimated net assets, and then transfers the remaining net assets to the managers, employees and newly entered social investors of the engineering company. Employees have the right to transfer to the shares of the group company and the number of shares held by the group company after the transfer of shares does not exceed 20%.
4. For the underpayment of net assets, the IRICO Group will make up for it in a public manner.

(V) Bonds and debt

The debts and obligations of the originally reformed company are inherited and burdened by the newly established company, the group company adjusts the internal debt issues of the group company and the parties sign the redemption contract.

(VI) Policy Support

Given that the engineering company is not highly market-savvy and has insufficient experience in operating the market, within three years the group company will provide certain support to the engineering company in relation to reconstruction and expansion projects and financing issues. The specific agreement for policy support is signed separately.

IV. Party-organisation relationship, File Management, Social insurance and other work

After the restructuring of the company, the relevant procedures for localised management shall be handled according to the specific regulations of Shanxi Province and Xianyang City.

II. Restructuring and Diversion Scheme of IRICO Electronics Co., Ltd. in Shenzhen

I. Basic Information

Shenzhen IRICO Electronics Co., Ltd. was established by a joint venture between IRICO Group, Shenzhen Special Economic Zone Development (Group) Co., Ltd. and Shenzhen Sunda Electronic Corporation. The company was established in April 1989 with a registered capital of 4.23 million yuan



to engaged in the production and sales of converging magnetic parts for color tubes and real tubes. On December 31, 2003, the company's total assets were 35,449,139.90 yuan, liabilities wer 7,182,279.03 yuan, owner's equity was calculated as 28,266,860.87 yuan, and the owner's equity of IRICO Group was 19,786,802.61 yuan.

one -

The company's existing 8 employees who maintain labour relations with IRICO Group are expatriates of IRICO Group.

II. The analysis of restructuring conditions

1. With market conditions and development potential

The company currently produces more than 18 million magnetic assemblies annually, of which 60% are group companies and 40% are exported and have certain market survivability. Once this restructuring is completed, the system problem that limits the company's development will be resolved and the vitality of the company will be more open to the public.

2. Good operating condition, high quality of assets, ability to pay for various costs of restructuring

3. Operators and employees have higher enthusiasm for restructuring and market concepts are in place

As the company is located in Shenzhen, the market competition environment is relatively mature. The operators and employees have a strong market awareness. They have a positive attitude towards participation in restructuring, and hope that the company will implement the reform as soon as possible.

4. The business team has a high level of management and is entrepreneurial.

5. The other two state-owned shareholders of the company are supportive of restructuring and are committed to giving up the priority of the transfer of shares transferred by IRICO Group.

In summary, the company has a condition for a limited liability company that has been restructured as a non-state incorporated corporation.

III. Restructuring content

(I) Reformed form and equity structure

1. Restructuring form: Restructured into a non-state-owned legal person limited liability company.
2. After the restructuring of the company name reserved name: Shenzhen IRICO Electronics Co., Ltd.
3. Business scope after restructuring: While doing a good job of assembling new products for existing magnetic parts, we will use the existing equipment to develop the advantages of injection moulding and mould making and develop new products.
4. After the restructuring, the equity structure: After the group company transferred 51% of its 70% shares to the operators and employees of IRICO after the evaluation of the net asset value, the equity structure is as follows:



The group company holds 19% of the net shares. The company's managers, employees and some business backbones. hold 51% of the shares (of which the managers should hold large stocks and the shareholding ratio shall not exceed 5 employees of the general staff in principle). The Shenzhen Special Economic Development Group Co., Ltd. holds 20% of the shares, and Shenzhen Songda Co., Ltd. holds 10% of the shares.

5. Sources invested by managers and employees: Business operators and employees purchase stocks at discounted prices using the economic compensation they have earned and then donate them in cash.

6. Corporate governance structure

(1) The company has a shareholders' meeting, which is the highest authority of the company. It is composed of all shareholders and exercises its rights in accordance with the "Company Law" and the company's Articles of Association. The procedures and voting procedures are implemented in accordance with the company's articles of association.

(2) The company has a Board of Directors, which is the highest decision-making level of the company. The Board of Directors consists of three to thirteen directors. The members of the Board of Directors are nominated by shareholders with reference to the equity ratio and are elected by the shareholders' meeting. The Board of Directors is responsible to the shareholders' meeting and exercises its powers in accordance with the Company Law, the Articles of Association, and the Rules of Procedure for the Board of Directors.

(3) The Chairman of the company is the legal representative of the company. The number of the board of supervisors is not less than three, and employee representatives are required to attend. The board of supervisors has one Chairman of the board of supervisors and is the convener of the board of supervisors.

(II) Personnel Status and Resettlement Opinions

1. There are currently 8 IRICO employees and 1 retired employee who are sent to the corporation by the group corporation.

2. All 8 employees have terminated the labour contract with the group company and received economic compensation according to law. The economic compensation fund can be used as a share; A retired cadre was handed over to the retirement management office of the group company.

3. Within 30 days after the change registration of the new company, Shanxin Company signed a labour contract of not less than three years with the above eight employees.

(III) Total amount and source of economic compensation

Based on October 31, 2003 as the base date, the total amount of economic compensation initially calculated is 758,696 yuan (the final amount is based on the total balance of the IRICO Group within the group).

The economic compensation is paid from the group company in the company's net assets.

(IV) Asset Disposal

1. There are legal obstacles to the existing property development issues in the history, and they are not included in the scope of reform. Existing shareholders and the relevant government of Shenzhen Municipal Government negotiate on real estate issues.



2. The cost of diverting resettlement staff is borne by the group company and does not involve the rights of other shareholders.

(V) Credit and debt deal

The existing creditor's rights and debts are mostly liquidity claims and debts arising from the normal operations of the company, which are enjoyed and undertaken by the restructured company.

(VI) Land use rights

The new company adopts the lease method to obtain land use rights.

IV. The relationship between the archives management of the relationship between the party and the organisation and the social insurance

The transfer and connection of the above relations shall be implemented in accordance with the relevant regulations of the Document No. 859 and the local government of Shenzhen city and shall be subject to localised management.

V . Related party transactions and support policies

As the company's products are currently allocated to the IRICO Group, the group will provide support in the internal market. The specific support period and the internal adoption of the agreement will be determined.

III. Restructuring and diversion scheme of China Electronic Device Industry Corporation

I. Basic situation

The company mainly produces and sells electronic devices. As of December 31, 2003, the total assets were 541,474,980.71 yuan, the total liabilities were 329,170,494.46 yuan, and the total equity of the owners was 212,304,486.25 yuan.

II. Reform condition analysis

(I) The company's current efficiency is good, and the enthusiasm of managers and employees for restructuring is high.

(II) Before the publication of the No. 859 document, two years have passed since the reform. The basic conditions for the reform have been initially formed.

(III) The management team is well aware of market development and has strong management and management experience.

In summary, the company has the conditions for a limited-liability company that was restructured into a non-state-owned legal person.

III. Restructure content

(I) Reformed form and equity structure



1. Reformed form

The China Electronic Component Industry Corporation was restructured into a non-state-controlled corporate controlled limited liability company.

2. Shareholding structure

After the sale, the group company holds no more than 10% of the shares, and gradually withdraws the remaining shares when the conditions are met.

The scope of the transferee is determined as: the operators, employees and social investors of China Electronic Device Industry Corporation, among which the senior manager and employee are given priority to transfer shares of IRICO Group (Operators should hold large stocks, and the amount of shares held by them should not exceed 5 times of the general employees' shareholdings.). The remaining shares were purchased by social investors (Zhejiang private companies).

3. Carriers Concerning Operators and Employees' Shareholdings

Due to the large number of operators and employees funded, it exceeds the company law's restrictions on the number of shareholders of limited liability companies. Therefore, the operator and the employee's shareholding carrier will preferentially choose to entrust the trust investment company or the union legal person to hold the shares on their behalf. After the resolution of the funded employee, the employee representative may also hold the shares. The contents of the agreement concerning the entrusted shareholding shall be determined through consultation between the parties, and the legal facts on behalf of the capital shall be clearly stated in the agreement.

4. Sources of funding for managers and employees

Operators and employees can use the economic compensation they receive to invest in shares, and then raise a portion of their own cash to contribute; private capital is invested in cash.

5. Corporate governance structure

(1) The company has a shareholder meeting, which is the highest authority of the company. It is composed of all shareholders and exercises its rights in accordance with the "Company Law" and the company's Articles of Association. The method of discussion and voting procedures are carried out in accordance with the provisions of the company's Articles of Association.

(2) The company's Board of Directors is the company's top decision-making body. The Board of Directors is composed of three to thirteen directors. The members of the Board of Directors are nominated by shareholders with reference to the proportion of equity and are elected by the shareholders' meeting. The Board of Directors is responsible to the shareholders' meeting and exercises its powers in accordance with the Company Law, the Articles of Association, and the Rules of Procedure for the Board of Directors. The chairman of the company is the legal representative of the company.

(3) The company establishes a board of supervisors, which is the company's supervisory body and is elected and responsible by the shareholders' meeting. The number of the board of supervisors is not less than three and there are employee representatives. The board of supervisors has one chairman of the board of supervisors and



is the convener of the board of supervisors.

6. Corporate business scope after restructuring

The business scope of the current day remains unchanged.

(II) Personnel Status and Resettlement Opinions

1. The company has 218 employees and 105 retirees (including 8 retired people).
2. After retirees withdraw fees from the government of the country and Beijing Municipality, the company will implement special account management after the restructuring.
3. 172 active employees entered the restructured new company and signed a new company with a labour contract of no less than three years.
4. 46 persons who handle the internal retirement will not receive economic compensation. After the relevant living expenses and social insurance premiums are withdrawn, the new company after the restructuring will perform the internal refund agreement.

(3) Total amount and source of economic compensation

Taking October 31, 2003 as the base date, the total amount of economic compensation initially calculated was 16,242,176 yuan. The economic compensation source is the net assets of the group company in the company.

(IV) Disposition of assets

1. The group company reclaimed undistributed profits over the years.
2. The economic compensation paid by the group company for the termination of the labour contract is paid from the group company in the net assets of the company.
3. The remaining net assets after various payments in accordance with the policy are transferred to the company's managers and employees, and the operators and employees invest in the remaining part to sell to social investors.

(V) Credit and debt deal

The existing creditor's rights and debts are enjoyed and undertaken by the restructured company.

The group company does anti-guarantee procedures for the balance of the loan guaranteed by the company, and uses the current company's real estate and other fixed assets as collateral, and handles mortgage registration procedures.

(VI) Land use rights

At present, the state-owned land allocated for use by the company is negotiated with the Beijing Municipal Bureau of Land Resources and Housing to determine the use of state-owned land.



IV. The organisation of the relationship between the party and the organisation, the file management, the social insurance connection, etc.

After the restructuring, the company will follow the relevant regulations of Beijing municipal government on social security.

III. Idea for restructuring and diversion of other reformed units

In addition to the above three pilot reformed companies, other involved in the restructuring of the diversion based on the investigation and research to determine the idea of restructuring and diversion, part of the preliminary reform programme has been formed. In order to facilitate the examination and approval authority to grasp the situation, the reform and diversion of these reformed and diverted units will be listed. After the formal programme is formed, it will be reported in batches.

I. Restructuring and Distribution Ideas of IRICO Three Production Company

I. The basic situation of the company and its subordinate units (see Annex 4 for details)

II. Situation analysis

(I) Although the three production companies themselves are independent legal entities, they are more responsible for the management functions of the subsidiary companies of the group companies. At present, the company manages the following secondary business units: 4 production support factories, 8 operating service units, and 2 public welfare institutions.

(II) The subsidiary companies managed by the three production companies are of different natures, including both production units, logistic service orders, and public welfare and welfare units.

(III) The subsidiaries of the three production subsidiaries are not standardised in terms of assets, business, personnel, and management relationships.

(IV) There are fragmentation and horizontal competition between the operating units of the three production companies.

Related resources have not been effectively integrated.

III. Restructuring and Distribution ideas

(I) The restructuring of the three production companies will mainly be carried out at the level of the subordinate units of the three production companies.

(II) It will sort out the auxiliary units managed by the three production companies, divide operational and non-operating units, and implement corresponding policies.

(III) For the business-oriented auxiliary units, we will proceed from the principle of improving the competitiveness of companies, and optimise the market, assets, business, personnel and other resources.

(IV) Employees and social investors will be encouraged to hold shares in reformed companies (employees can convert economic compensation into equity in reformed companies). The group company withdraws its investment as far as possible. If it does not have the conditions for complete withdrawal, it must also achieve diversification of the main body of property rights. The group company shall maintain its shareholding status, and the shares shall not exceed 20% in principle.

(V) Persons who have been restructured into employment in non-state-controlled companies are legally entitled to economic compensation



for the dissolution of labour relations. After preliminary calculations, the total economic compensation required is about 351,15854 yuan.

(VI) The group companies help restructured companies improve their market viability from resource allocation and project support.

II. IRICO Power Plant Restructuring and Shunting Ideas

I. Basic situation (see Annex 4 for details)

II. Restructuring and Distribution ideas

(I) First, the part of the heating and gas supply of the IRICO Power Plant was separated, and a limited liability company was set up together with social investors and employees. The corresponding employee and the group company cancel the labour contract, and receive economic compensation and be resettled into a post-restructuring company. For some employees who cannot be resettled, proper placement of the staff in accordance with the overall scheme regarding the diversion of personnel is required.

(II) The other parts of the power plant will be reorganised according to the principles of asset correlation and business relevance, and will be gradually restructured depending on the circumstances of each item, and related personnel will be properly placed.

III. IRICO Packaging Box Factory restructuring and shunt ideas

I. Basic situation (see Annex 4 for details)

II. Restructuring and Distribution ideas

(I) The group company will transfer all the shares held by IRICO Packaging Factory and withdraw from the investment in the company.

(II) Nine employees who maintain a labour relationship with the group company are given financial compensation, and their labour relations with IRICO Group Corporation are relieved and they sign an employment contract with IRICO Packaging Factory. For two employees who meet the internal retired conditions, they will go through the procedures of internal refund on a voluntary basis and be included in the management system of the company's internal retired personnel.

IV. Xi'an IRICO Electronics Industrial Co., Ltd. restructuring and diversion of ideas

I. Basic situation (see Annex 4)

The company's main business has a low degree of association with the group company and is now closed. At present, the company employs a total of 1,373 people. The group actually bears more than RMB 20 million in living expenses per year. It has paid nearly RMB 100 million so far and has become a heavy burden on the group companies.

II. Restructuring and Distribution ideas



(I) First, the land use right certificate should be changed to IRICO Group Company through negotiation or legal means, and cooperate with local authorities to effectively prevent the land from being illegally occupied.

(II) Actively strive for the support of local governments to consolidate the existing land assets, and on this basis seek cooperation partners to jointly develop land or transfer the land. After the land has been dealt with in accordance with the law, the employees of the company must be given priority in the use of the new or reconstructed expansion projects of the group company. Those who cannot be arranged will be properly resettled by the income from the use of the people.

V. Idea for Restructuring and Distribution of IRICO School High School

I. Basic situation (see Annex 4 for details)

II. Existing problems

The quality of IRICO School teaching is among the highest in Xianyang City and even in Shanxi Province. Its High School is particularly well-known, but it is limited by the current system and school buildings and it is unable to give full play to its advantages in resources.

III. Restructuring and Distribution ideas

(I) Separation of the IRICO School's senior high school should implement the spirit of the "Decision of the State Council on Basic Education Reform and Development" and continue to negotiate with local governments to transfer the IRICO Learning Section into the local government administration. The funding for running a school can be solved by adopting a method that the group company and the local finance share the burden, and it can be transferred year by year. If the government is unable or unwilling to accept, for the IRICO School high school (non-compulsory education stage) can take the form of social forces to jointly run schools, attract foreign capital, implement industrialised management, and achieve restructuring and diversion.

(II) The group company will combine specific conditions to ensure that it does not affect students' attendance at school, does not affect teaching order, and does not affect the quality of teaching. We ensure the implementation of school funding, strengthen communication with the investment intention unit and the Xianyang Municipal Government education department, promote the IRICO School high school restructuring and diversion work.

VI. IRICO Hospital reform shunting ideas

I. Basic situation (See Annex 4 for details)

II. Existing problems

The layout of the hospital is irrational and the competitive advantage is not obvious; the salary incentives for senior and core medical personnel are lacking and loss of talent is serious.

III. Restructuring and Distribution ideas

(I) The separation and restructuring of IRICO Hospital will follow the principles of the



“Guidance the Urban Health System ” and the reform of the medical insurance system for urban employees, while continuing to implement the Group’s corporate medical reform policy.

(II) The specific restructuring method: First, in consultation with the local government, the transfer of hospital assets and personnel into the local government, unified management by the local government; The second is to separate from the group company, implement industrialised management,

encourage existing medical staff in hospitals to use the economic compensation obtained as the capital for purchasing hospitals, and jointly run medical services with social investment.

(III) After the separation of the hospital, the relevant funds are implemented according to the current medical reform policies of the group company. The three-year transition period is calculated continuously and the cost is declining year by year.

VII. Training Centre Restructuring and Shunting Ideas

I. Including IRICO Vocational College, IRICO Secondary School, IRICO Technical School (see Annex 4 for details)

II. Restructuring and Distribution ideas

(I) As a part of the society run by companies, IRICO Vocational School and IRICO School have already become a problem. Therefore, they should be stripped of this part of their functions and properly place the relevant personnel.

(II) IRICO Technical School is the base of the company's technical training for employees. When conditions are ripe, it is restructured into an independent legal entity economic entity: and the related personnel are diverted.

Part IV The Organisation and Implementation of Separation of Main and Auxiliary Restructuring and Distributary Work

I. Work Principles and Major Measures for Separation of Main and Auxiliary Restructuring

According to the national reemployment policy and the spirit of General Secretary Hu Jintao’s speech at the 2003 national re-employment symposium meeting, the group’s company’s mission was to “take jobs into the market”.

In the process of implementing separation of main and auxiliary separations and restructuring and diversion, as far as possible, internal diversion personnel are to be digested within the group: We will not socialise employment conflicts, and we will increase our competitiveness through the enhancement of the property rights reform of the auxiliary companies, absorb more resettled people in the society, and relieve the pressure on employment in society. To this end, the group company will comply with the following working principles and take corresponding measures to implement:

(I) The principle of separation of main and auxiliary divisions and diversions

1. One should correctly handle the relationship between reform, development, and stability, and fully consider the affordability of companies, employees, and society, and ensure stability.
2. The implementation of restructuring and diversion and the group company's structural adjustment, restructuring and restructuring and promote



the main business combination to promote the company's asset structure, organisational structure, personnel structure optimisation.

3. The implementation of restructuring and diversion should be carried out in accordance with the law, standardise operations, adhere to the principles of "openness, integrity and fairness", safeguard the legitimate rights and interests of the state, companies, and science and engineering, and prevent the loss of state-owned assets and the behaviour of escaping debts. 4. Adhere to the principle of "active safety, overall planning, step-by-step, and step-by-step implementation".

The conditions are mature and one system is reformed to ensure that the reformed companies succeed in switching mechanisms and promote the optimisation of corporate restructuring.

(II) Major measures to implement separation of main and auxiliary divisions

1. We will strengthen the leadership and organisation of the divisional work of the whole company's auxiliary business restructuring. 1. In accordance with the requirements of Summer No. [2003]27 of documents, the group company was established with the general manager as the leader, the company management office, the planning department, and the people leading group of separation and relocation of main and auxiliary divisions participated by relevant departments such as the Department of Resources and Resources. The units included in the scope of restructuring and diversion also made clear the specific responsible departments and personnel, and jointly promoted the restructuring and diversion. 2. According to the spirit of re-employment related supporting policies, combined with the specific conditions of the subsidiary company's auxiliary business, the relevant unit's auxiliary business restructuring and diversion plan is compiled, and the plan is decomposed and implemented.

3. Focus on breakthroughs, with points and areas, promote the work of reforming and diverting auxiliary businesses actively and steadily. After research by the group company, it was determined that the companies have the conditions for restructuring the three companies, including the construction company, will be selected as the first batch of pilot units for restructuring. To provide guidance for the formulation of specific restructuring and diversion plans for other reformed and diverted units through the reform of the pilot "summarising experience in a timely manner and summarising sample plans for restructuring".

4. "The establishment of a periodic reporting system for the progress of reforms and diversions" will promptly grasped the progress of the reforms and the problems encountered so far, and fully guided and coordinated the separation and diversion of the entire main and auxiliary work to proceed actively and steadily.

5. In order to ensure the orderly operation of the entire reform and distribution work, the group company hires Beijing Dacheng Law Firm.

As the general counsel of the separation and restructuring of the company's main and auxiliary companies, the office is responsible for planning and coordination.

Promote the separation of the entire main and auxiliary work together with reform and diversion

II. Separation of main and auxiliary restructuring and distribution work and implementation.

(I) Organisations that separate and split the main and auxiliary branches

In order to strengthen the leadership in separation and restructuring of main and auxiliary work, the group company established a leading group to separate and divert the work from the following personnel: group leader Ma Jin Quan (general manager of the group company), deputy team leader Tao Kui (secretary of the group company), Xing Dao Qin (deputy general manager of the group company), Niu Xin An (deputy party secretary of the group company and chairman of the group labor union), Guo Meng Quan (deputy general manager of the group company), Zhang Shao Wen (deputy general manager of the group company)



(Deputy general manager of the group company),

Main and auxiliary separation. Restructuring and distributing leading group The members are composed from relevant departments of the company's corporate management, human resources, finance, etc. Staff in the relevant department are specifically responsible for: Separation of main and auxiliary restructuring. Main and auxiliary.

Separation restructuring and distributing work leading group office director: Office director: Niu Xin'An (concurrently) Deputy director.

Zhang ZhanKui, Wang XiMin, Fu JiuQuan, Yan XingXi, Xu ZhenDong, Wei XiaoJun. Member: Tao LuJie, Gao ZhanMin, Yang YiXing, Wang Jun, Zhang WenYan, Yan YuePing, Song WenBin, Pang Jun, Liang TianXiang, Gong RenBin.

(II) Decision making on separation of main and auxiliary restructuring Implementation procedures.

Major decision making from group company on separation of main and auxiliary divisions. Major decision making and implementation procedures. As follows:

(1) The group company's administrative office passed a resolution to determine the scope of the main and auxiliary business and plans to carry out restructuring and diversion. Auxiliary business units. Formulate the overall plan. · Report to State-owned Assets Supervision and Administrative Commission (SASAC) Jointly approved from Ministry of Finance, Ministry of Labor and Social Security.

(2) According to the joint approval of the 3 ministries and commissions, the propaganda and mobilisation of restructuring and diversion, and the understanding of the employees on the reform work were obtained.

Understanding, supporting and participating.

(3) Overall coordination and formulation of the restructuring and diversion plan and review by the workers' congress of the reformed company. Diversion and placement of workers involved in the programme. Disposal of assets used for resetting employees. Should be considered and approved by the Workers' Congress

(4) In accordance with the spirit of the approval of the 3 ministries and commissions, the group company's administrative office will review and verify the reform and diversion scheme one by one

(5) Group office of the main and auxiliary division restructuring and distributary work guidance and coordinating the implementation of restructuring and diversion schemes

(III) Regulations for the implementation of separated main and auxiliary distributaries

In the process of restructuring and diversion. Related personnel must strictly implement the following operating specifications

1. With National Reemployment Conference in year 2002 and Reemployment Symposium in Year 2003 With National Reemployment Conference in year 2002 and Reemployment Symposium in Year 2003 The spirit of the Reemployment Symposium Meeting and relevant supporting documents such as Circular No. 859 are used as guidance

2. Strict implementation of state laws and regulations concerning the management of state-owned assets to prevent the loss of state-owned assets. No transfer of state-owned assets to unpaid, exchange for low-priced stocks or low prices to individual operators and employees

3. Strictly abide by the civil law regulations, the contract law and other civil laws and regulations, and earnestly safeguard the legitimate rights and interests of creditors and other related laws Perform well of clearing creditor's rights and obligations of reformed companies in the process of restructuring and distributary Implementation of creditor's rights and debts, without using the opportunity of restructuring to evade the debts of banks or other creditors



4. Strictly implementation shall be made in accordance with Circular No. 859 and relevant labour policies and regulations during the process of relocating workers Standardise labour relations according to law and effectively protect the legitimate rights and interests of employees

5. In accordance with the company's laws and other legal norms, the company is restructured into a diversified property right entity, and the corporate governance structure is sound modern companies with market competitiveness



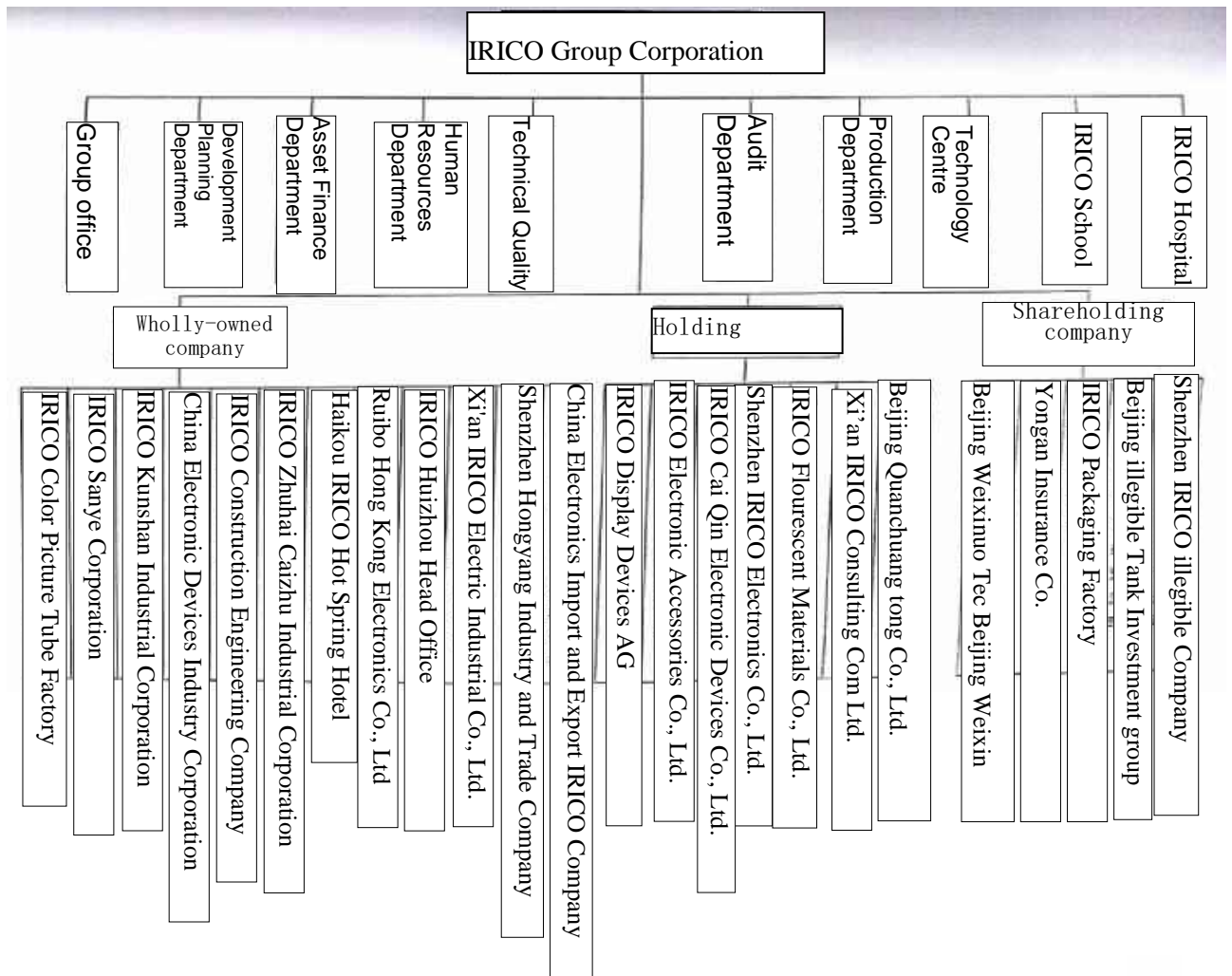
Organisation Chart of IRICO GROUP CORPORATION



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Annex 2

IRICO Group Company Organisation Chart



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Annex 3

IRICO Group Corporation Strategic Positioning and Development Planning (Abstract)



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Annex 3:

IRICO Group Strategic Positioning and Development Planning (Abstract)

I. IRICO Group Corporation faces market environment and competition situation

(I) The overall situation of CRT industry .

Although CRT has a relatively good value /performance ratio and has room for survival for a long time, its market space has been relatively saturated! Intense competition in the industry, the overall situation is not optimistic.

(II) Worldwide CRT Market Situation

At the end of 2001, there were about 22 companies in the world engaged in CRT production and manufacturing, with about 70 factories, about 250 production lines, annual production capacity of 300 million, and more than 250 million global market demand.

Compared with domestic counterparts, IRICO Group has a large market share. However, compared with international multinational companies, IRICO Group's global market share still has a certain distance.

(III) Overall Domestic CRT Market Situation

At present, there are 12 companies in the domestic CRT industry. As of the end of 2002, there is a total of 39 CRT production lines and the annual production capacity is around 50 million pieces; there is a total of 21 CDT production lines and the annual production capacity is 37.40 million pieces. On the whole, the domestic CRT production capacity is greater than the demand from the domestic market.

(IV) IRICO Group faces severe market competition pressure

1. The situation of oversupply in the CRT market will intensify

As the domestic CRT market was in short supply in 2003 Companies are looking for ways to increase production lines or expend production as well as good market expectations for year 2004 It can be predicted that the oversupply situation in the domestic CRT market will intensify, which will inevitably lead to more intense competition

2. The threat of market competitors

There are 12 Chinese CPT companies, of which 9 are Sino-foreign joint ventures or wholly foreign-owned companies, 2 are joint-stock companies, and only IRICO Group is a wholly state-funded company.

Since China's accession to the WTO The major companies that produce CRT products in the world have all entered and set up factories n China Global integrated competition has taken shape and launched direct competition with IRICO Group Corporation.



Although the IRICO Group's domestic market share is in a leading position, it is not the industry leader. The market share of other companies is above 11%, which poses a challenge to the status of the IRICO Group in the industry

3. Higher barriers to industry exit cause increased competition rigidity.

Due to the large investment in CRT industry, long cycle, special equipment and assets, low liquidation value, many employees

Therefore, the industry's exit barriers are high, which undoubtedly greatly increases the rigidity and intensity of competition. Many employees

4. The threat of alternatives

Since the 20th century In the second half of the 1990s, new technologies such as flat panel display devices (FPDs) have been developed rapidly. In addition, due to the development of large-scale integrated circuits and the application of computers and digital technologies

It also guides the development of colour television technology to large screens, planarisation, and ultra-thin type. The development of new display devices such as LCDs and PDPs has had a huge impact on the CRT industry Since the main products of IRICO Group are concentrated in the traditional CRT field, they face pressure from the development of alternatives

II. The strategic positioning of IRICO Group

(I) Industry and product positioning

1. IRICO Group's Industry and Product Positioning Limitations

The existing resources of IRICO Group are mainly concentrated in the existing CRT field, and are weak in the development of new display device technologies and products

As the new display device industry barrier is high

In the short term, the IRICO Group Company does not yet have the conditions to fully enter the field of new display devices, and the industry and product positioning have great limitations.

2. Market Prospects of IRICO Group's Industry and Products

Although the traditional CRT, especially in the CPT industry, is highly competitive, the relevant research findings indicate:

CRT products still have large market development space, and CRT technology still has a long survival time.

3. IRICO Group's resources and advantages in the CRT industry

- (1) IRICO Group has the advantages of management and technical personnel.
- (2) Formed a vertically integrated component system and cost advantage
- (3) Has a certain degree of economic strength and has expanded financing channels.

According to the foregoing analysis, IRICO Group should base itself on the existing CRT industry and integrate existing CRT products stronger



And on this basis, through the implementation of the relevant diversification strategy Timely access to new display devices Timely access to new display devices to solve the problem of subsequent development of the company.

Realise the structural adjustment of industry and products Realise the structural adjustment of (II) IRICO Group's development strategy

1. Overall development strategy

IRICO Group's overall development strategy is to implement a total cost leadership strategy and form an existing display device as the leader;

Industrialisation of parts and components, making them stronger and bigger; tracking actively, investigating and analysing technologies and products in the field of new display devices Implement related diversification strategies Realise industrial and product structure adjustment To make IRICO Group develop device in to an international display device production and R&D base with product diversification, scale management, and modern management.

2. Basic competitive strategy: Total cost leadership strategy and related diversification strategy

(1) In the field of CRT products, implement a total cost leadership strategy and use it as a basic competitive strategy for IRICO Group

Basic Competitive Strategy

(2) Implementing related diversification strategies in the field of new display devices

In order to solve the follow-up development of IRICO Group, the company has adopts an active tracking strategy in the field of new display devices and implements relevant diversification strategies. The main approaches are as follows: First, by closely tracking and investigating the development trend of new technologies and new products in the field of new display devices and enter the field in a timely manner. Second, the company will use foreign opportunities for display device industry restructuring and specialisation and cooperation with transnational display devices companies

By providing professional support and other methods, it gradually participates in the value chain of new display devices Realise the structural adjustment of industry and products

3. IRICO Group's medium and long-term strategic plan

Implement the total cost leadership strategy, build core competitiveness with leading total cost, and lay the foundation for achieving scale of operation. Implement related diversification strategy. Seeking the new economic growth point of IRICO Group in the field of new display devices and cultivating the second pillar industry.

4. Medium and long-term strategic goals

By 2010, IRICO Group will develop into an international display device for product diversification, large scale operation, and modern management, as well as R&D, it will lay a solid foundation for the vision of "Creating a Century of IRICO"



Annex 4:

Participation in the list of restructure diversion units and their basic conditions



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Annex 4:

Participation in the list of restructured diversion units and their basic conditions

I. Participate in the list of reform diversions

1. IRICO School (High School)
2. IRICO Hospital
3. IRICO Training Centre (including IRICO Vocational College, IRICO Secondary School, IRICO Technical School)
4. IRICO Three Production Corporation
5. IRICO Kindergarten (IRICO Three Production Corporation Management)
6. Public Facilities Department (IRICO Three Production Corporation)
7. Property Management Centre (IRICO Three Production Corporation)
8. Communications Station (IRICO Three Production Corporation)
9. Passenger Bus Team (IRICO Three Production Corporation)
10. IRICO Hotel (IRICO Three Production Corporation)
11. IRICO Guest House (IRICO Three Production Corporation)
12. IRICO Business Drinks Company (IRICO Three Production Corporation)
13. IRICO Auto Repair Factory (IRICO Three Production Corporation)
14. IRICO Advertising Co., Ltd. (IRICO Three Production Corporation)
15. IRICO Decoration Company (IRICO Three Production Corporation)
16. Building Horticultural Co., Ltd. (IRICO Three Production Corporation)
17. IRICO Labour Insurance Products Factory (IRICO Three Production Corporation)
18. IRICO Power Plant
19. IRICO Electronic Packaging Material Factory (IRICO Three Production Corporation)
20. IRICO Bracket Factory (IRICO Three Production Corporation)
21. IRICO Chemical Factory (IRICO Three Production Corporation)
22. IRICO Package Factory
23. Shenzhen IRICO Electronics Company
24. Shanxi IRICO Construction Engineering Company
25. Shenzhen HongYang Industry and Trade Company



- 26. China Electronic Device Industry Corporation
- 27. Xi'an IRICO Electric Industrial Co., Ltd.
- 28. Haikou IRICO Hot Spring Hotel

II. The basic situation of the proposed restructuring of the diversion unit

(I) Corporate Social Unit

1. IRICO School

The school has established elementary and junior high schools and high schools. It has 223 staff members, including 192 teachers. There are 27 teaching assistants, 4 principals and vice-principals, and the ratio of teachers and non-teachers is 7:1. All members of the school implement the contract system, teachers implement the appointment system.

School fixed assets is 9.3223 million yuan. The school needs a total of 9.1 million yuan each year, of which 6.35 million yuan is allocated by the group company, and 3.75 million yuan is generated by the school.

2. IRICO Hospital

IRICO Hospital was established in 1978 and was rated as Class II "A" Hospital in 1995. Xianyang City positioned it as a "non-profit hospital."

The IRICO Group allocated RMB 5 million to hospitals in 2002 and RMB 3 million in 2003. In 2004, it plans to allocate RMB 1.5 million to fully market them. There are currently 150 employees who have labor relations with IRICO Group. 150 employees.

3. IRICO Training Center

The training centre consists of three schools: IRICO Vocational College, IRICO Secondary School and IRICO Technical School. It is affiliated to IRICO Human Resources Department. Mainly responsible for on-the-job training, academic education and pre-post training for employees of the group company. The cost of the training centre is divided into two lines: In 2002, the group company allocated funds of 3.43 million yuan and paid various fees of 95 thousand yuan. There are 40 employees who have labour relations with IRICO Group, including 22 teachers and 18 management personnel.

(II) The IRICO Industrial Corporation, which has a relatively concentrated subsidiary business unit

4. The basic situation of IRICO Three Production Corporation

Three production company was established in April 1994 as a wholly-owned subsidiary of the group company and actually assumes the management function of the group company for some of the subsidiary businesses. The company has 4 production supporting plants, 8 operating service units, and 2 public service utility units.

The general market of Three production company's business is not competitive. The target of business income is mainly group companies.



As of 30 June 2003, the headquarters had a total of 1280 employees (Excluding horticultural companies labourers)

50 employees working at the IRICO Electronics Packaging Materials Factory, Bracket Factory, Chemical Material Factory, Labor Insurance Products Factory and Head Office

50 employees working at the head office 530 employees who have labour relations with IRICO Group 530 employees

(Error, not available) (Error, not available) As of 31 December 2002, the total assets of the Three Production Company amounted to 59,925,425.32 yuan Total liabilities 23,727,912.54 yuan Owners' equity totaled 36,197,512.78 yuan

(III) Welfare type logistics service unit

5. IRICO Youth Garden (owned by IRICO Three Production Corporation Management)

IRICO Kindergarten is a welfare company of the group company, mainly for the children of the company's employees belong to IRICO Three Production Corporation

It is national advanced preschool units and has 190 employees currently Among them, 112 employees have labour relations with IRICO Group

Annual expenditure is 2.8 million yuan, and the management cost is about 2 million yuan. In addition to other expenses such as water, electricity, and heating, a total of 7 million yuan is needed each year, including kindergartens generating 1.4 million yuan

The funding gap is 5.6 million yuan, which is shared by the beneficiary units of IRICO Group. At present, kindergartens carry special early childhood education activities

Increasing profitability

6. Public Welfare Facilities Department (affiliated with IRICO Three Production Corporation Management)

Subordinate units have real estate management room, style management room, shuttle bus team and bowling alley. 13 employees with labour relations between the real estate management office and the group company There is a club, gymnasium and swimming pool in the style management room. There are 12 employees who have a labor relationship with IRICO Group; the shuttle team has 6 cars with 6 drivers 3 ticket sellers Bowling Hall and IRICO Group have 10 employees in labour relations

7. Property Management Centre (owned by IRICO Three Production Corporation Management)

The Centre is mainly responsible for collecting and using households' utilities, and its functions overlap with the construction of gardening companies. As of 30 June 2003, the owner's equity was 1,026,659.57 yuan 12 employees who have a labour relationship with IRICO Group

8. Communication Station (Ownership of IRICO Three Production Corporation Management)

Communication stations mainly use paging and intra-group telephone services as the main business. Now that paging services have been suspended, the internal telephone services have been disrupted by various telecommunication companies in the society. Currently, the company is operating under the responsibility of contracting. There are 26 employees who have labour relations with IRICO Group Corporation

9. Passenger train team (managed by IRICO Three Production Corporation)

The bus fleet is currently operating under a responsible contracting approach, with a small operating market Cannot survive independently.

There are 10 employees (one of them waiting for work) who has a labour relationship with the IRICO Group



(IV) Operational logistics service units

10. IRICO Hotel (belonging to IRICO Three Corporation)

IRICO Hotel is affiliated with Three Production Corporation. The business and income are mainly accommodation and hosting conferences. In the hotel revenue, corporate consumption accounts for 21%, and market consumption related to corporate business accounts for about 10%. Others are market sources. On 30 June 2003, the owner's equity amounted to 10,564,608.43 yuan. There are 204 employees, of which there are 58 employees who have labour relations with IRICO Group

11. IRICO Guest House (owned by IRICO Three Corporation)

The IRICO Guest House business and its revenue are mainly accommodation, catering, organising small meetings, organising training courses. The annual operating income is approximately 4 million yuan, of which catering revenue accounts for 55% of operating revenue. As of 30 June 2003, the equity of the owner of the company was 2,357,766.95 yuan 103 employees, of whom 19 employees are in labour relations with IRICO Group

12. IRICO Business Drinks Co., Ltd. (belonging to the management of IRICO Three Production Corporation)

The company now administers life stoves, cold drink plants, baths shopping supermarkets and other business unit, mainly provides life services for group companies. As of 30 June 2003, the owner's equity was 5,263,077.84 yuan. From 1995 to 2000, some employees sought their own way. 163 employees, of whom there are 58 employees with labour relations with IRICO Group

13. IRICO Auto Repair Factory (owned by IRICO Three Production Corporation)

IRICO Auto Repair Factory operates by individual contractor, and has 8 labour relations with IRICO Group

14. IRICO Advertising Corporation (owned by IRICO Three Production Corporation)

Advertising companies use individual contracting methods to operate. 5 employees with labour relations with IRICO Group Corporation. 1 of them affiliated with IRICO to operate independently

15. IRICO decoration company (owned by IRICO Three Production Corporation)

Decorating company adopts personal management contracting method 4 employees with labour relations with IRICO Group Corporation.

16. IRICO Construction Horticultural Company (owned by IRICO Three Production Corporation)

The company's main business is responsible for plant production, greening of the living area and environmental protection, in addition to taking part of the engineering and maintenance projects. The company's main business is responsible for plant production, greening of the living area and environmental protection, in addition to taking part of the engineering and maintenance projects. As of 3 June 2003 The total owner equity is 3,298,280.08 yuan. A total of 428 employees, and 113 of the employees have a labor relationship with IRICO Group Company.

17. Labour Insurance Products Factory (owned by IRICO Three Production Corporation Management)



The business and income are mainly for business gloves, eyes cleaning, 95% of products for the factory 95% of products for the factory 5% export As of the end of June 2003, the total amount of owner's equity of labour protection plants was 120,765 yuan As of the end of June 2003, the total amount of owner's equity of labour protection plants was 120,765 yuan 11 employees have labour relations with IRICO Group Corporation 11 employees have labour relations with IRICO Group Corporation

18. IRICO Power Plant (affiliated to IRICO colour picture tube factory)

The power plant is a professional plant for kinetic energy production and transmission and distribution, which is wholly owned by IRICO Group. It mainly provides kinetic energy to domestic users of XianYang Group of IRICO Group, produces domestic water and distribution services, and is responsible for the treatment of production and domestic wastewater Existing fixed assets were 490 million yuan. In 2003, the factory's current sales revenue was 420 million yuan and profit of 26 million yuan. Existing 807 workers currently

(V) Companies providing ancillary products or services

19. IRICO Electronic Packaging Material Factory (also known as IRICO Bubble Factory, owned by IRICO Three Production Corporation)

The business is mainly for group companies. The company mainly produces 54cm and 64cm full brackets, and produces refined sulfuric acid and high concentrated of hydrochloric acid for Phosphor Co., Ltd. (Error, not available) Existing assets 4,300,000 yuan Mainly for machinery and equipment. 30 employees have labour relations with IRICO Group Corporation

20. IRICO Bracket Factory (attributed by the IRICO Three Production Corporation)

Business and income are mainly earned through recycling old pallets and repairs, earning the difference, exclusive supply to the company. The existing fixed assets of the factory is 530,000 yuan, of which, the housing construction is 337,000 yuan The machinery is equipped with 4.7 each, 70,000 yuan for electronic equipment, and 75,000 yuan for transport equipment. 115 employees, of whom there are 48 employees working with IRICO Group

21. IRICO Chemical Factory (attributed to the management of the Three Production Corporations)

The business is mainly to produce and supply chemical products Such as insulation fluids, water-melting adhesives, etc. In 2002, the output value was 2.49 million yuan and the profit was 240,000 yuan. As of 30 June 2003 The owner's equity is 1,360, 779 yuan. Non-performing assets were 174,532 yuan. 21 workers who work with IRICO Group Corporation.

22. IRICO Package Factory

The company mainly produces colour display device packaging boxes and other materials. It is a colour tube supporting manufacturing company jointly established by IRICO Group and the local government. IRICO Group Corporation holds 30% of the company's shares. At present, the company has 11 employees dispatched by IRICO Group

23. Shenzhen IRICO Electronics Co., Ltd. (Restructuring Pilot Units, refer the "Shenzhen IRICO Electronics Co., Ltd. Restructuring and Diversion Scheme" in the overall plan)

(VI) The wholly-owned and controlled companies with little correlation with the main business invested by IRICO Group





24. ShanXi IRICO Construction Engineering Company (reformed pilot unit)
Refer the overall scenario for details "ShanXi IRICO Construction Engineering
Company restructuring and diversion scheme"

25. Shenzhen HongYang Industry and Trade Company

The company's main business is phosphor sales, housing rental As of 31
December 2002. Total assets 244,022,127.08 yuan Total liabilities
15,467,162.26 yuan Total owner's equity 228,554,964.82 yuan

26. China Electronic Device Industry Corporation (Reformed Pilot
Unit)Refer the overall plan "Restructuring and Diversion Scheme of China
Electronic Device Industry Corporation" for details

27. Xi'an IRICO Electric Industrial Co., Ltd.

The company is a holding company of IRICO Group. Recently, the company
has ceased operations because of business problems. As of December 31, 2002.
The total assets are RMB 77,999,911.54 and the total amount is RMB
110,117,247.22. The total equity of the owners is RMB 22,117,335.68

28. Haikou IRICO Hot Spring Hotel

The hotel is a wholly-owned subsidiary of IRICO Group. At present, the
company has ceased operations due to operating problems. As of 31 December
2002. Total assets are 79,995,391.52 yuan Total liabilities 1,135,456.44 yuan,
Total equity of owners 781,859,935.08 yuan



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彩虹集团公司文件

彩团办〔2004〕97号

签发人：陶魁

关于《彩虹集团公司主辅分离 改制分流总体方案》的请示

财政部：

根据原国家经贸委等 8 部委印发的《关于国有大中型企业主辅分离辅业改制分流安置富余人员的实施办法》（国经贸企改〔2002〕859 号文）、国务院国有资产监督管理委员会等 4 部委发布的《关于进一步明确国有大中型企业主辅分离辅业改制有



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关问题的通知》(国资分配〔2003〕21号)等文件的精神,彩虹集团公司结合本公司的实际情况,按照原国家经贸委、财政部、劳动和社会保障部三部委办公厅《关于中央企业报送主辅分离改制分流总体方案基本内容和有关要求的通知》(国经贸厅企改〔2003〕27号)的要求,制定了《彩虹集团公司主辅分离改制分流总体方案》,现将该方案呈上,请予以审查。

- 附件: 1. 彩虹集团公司主辅分离改制分流总体方案
 2. 彩虹集团公司组织机构图
 3. 彩虹集团公司战略定位和发展规划(摘要)
 4. 参加改制分流单位名单及基本情况
 5. 行政办公会决议(总经理办公会决议)



档(2)

集团办公室

2004年4月12日印发

打印: 王英

校对: 陶录杰

份数: 20



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附件 1:

彩虹集团公司
主辅分离改制分流总体方案



山 扫描全能王 扫描创建

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附件 1:

彩虹集团公司 主辅分离改制分流总体方案

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附件 13

彩虹集团公司 主辅分离改制分流总体方案

第一部分 彩虹集团公司基本情况

一、彩虹集团公司简介

（一）历史沿革

彩虹集团公司是经国务院批准设立的国家特大型国有独资企业，直接归属国务院国有资产监督管理委员会管理。彩虹集团公司是在原彩虹电子集团公司基础上重组设立的，其前身是陕西彩色显像管总厂，被列为国家“六五”、“七五”计划重点引进项目。我国第一只彩色显像管在这里诞生。

（二）资产经营情况

1、资产情况

截止 2003 年 12 月 31 日，彩虹集团公司经审计的资产合计 8,206,086,237.50 元，负债合计 3,741,147,826.62 元，所有者权益合计 4,464,938,410.88 元。

2、经营情况

彩虹集团公司以彩色显示器件为主，其中，彩色显像管（CPT）与彩色显示管（CDT）（CPT 与 CDT 均属 CRT 产品范畴）的年生产能力突破 1100 万只，公司从建成投产至今，共生产彩色显像管（显示管）9004 万只，产品累计销售收入 721 亿元，实现利税 90.78 亿元，出口创汇 10.25 亿美元。

（三）人员情况

彩虹集团公司现有职工人数 21410 人，其中各类管理人员 1110 人，各类工程技术人员 1579 人。

（四）投资结构和骨干企业

目前，彩虹集团公司拥有全资子公司、控股公司及参股公司共有 28 家，其中，彩虹彩色显像管总厂和彩虹显示器件股份有限公司（上市公司）是彩虹集团公司主要骨干企业。



彩虹彩色显像管总厂

彩虹彩色显像管总厂是 1979 年经陕西省工商行政管理局批准成立的全民所有制企业，是彩虹集团公司全资子公司。截止 2003 年 12 月 31 日，资产合计 3,925,950,119.47 元，负债合计 2,121,469,979.75 元，所有者权益合计 1,804,480,139.72 元。

彩虹显示器件股份有限公司

彩虹显示器件股份有限公司于 1992 年 7 月 29 日成立，公司股票于 1996 年 5 月 20 日在上海证券交易所挂牌交易。彩虹集团公司持有该公司 56.14% 的股份。截止 2003 年 12 月 31 日，公司经过审计的资产合计 2,852,051,406.18 元，负债合计 933,336,245.76 元，所有者权益合计 1,918,715,160.42 元。

二、彩虹集团公司主业发展情况

（一）在突出主业精干主体提高主业竞争力方面所做工作

1、采取的措施和主要做法

（1）1992 年，推行并不断完善岗位技能工资制度，既节约了人力成本，也为主业继续深化三项制度改革打下了基础。

（2）1993 年，成立三产事业部，1994 年将其改制为具备独立法人资格的彩虹三产总公司，将为主业配套的一些辅助生产系统和后勤服务单位职能划入该公司，这是集团公司分离辅业和安置富余人员的主要渠道。

（3）2002 年，将荧光粉厂、偏转工厂分别出售给集团公司控股的荧光材料公司和西安资讯公司，使集团在机构上得到精简，管理上得到加强，并使上述两公司规模得到扩大，参与市场竞争的能力增强。

（4）2002 年，实施内部模拟市场方案和内部价格结算办法，增强了各生产单位的市场意识。

（5）向新型显示器件进军，试产 PDP 产品，解决集团公司后续发展问题。

（6）加强科研机构和人员队伍建设，加大对集团公司技术中心的投入力度，采取技术改造、工艺改造和技术措施，提高了主业生产能力和企业效益。

2、取得的成效

通过上述措施和做法的实施，取得了明显的成效，集团公司的各项经济指标均实



现了稳定增长,2003年共生产彩管1151万只,同比增长19.8%;销售彩管1154万只,同比增长15.4%;完成销售收入78亿元,同比增长12.6%;完成工业总产值125亿元,同比增长20%;完成工业增加值27.5亿元,同比增长6.6%;实现利税9.5亿元,同比增长12.02%,其中利润总额5.94亿元,同比增长30%;出口彩管296万只,同比增长48.7%;出口创汇8500万美元,同比增长34%。

(二) 实施减员增效分流安置富余人员政策的情况

1、采取的主要措施

(1) 设立彩虹三产总公司,将集团公司后勤、公益、物业等部门向三产总公司移交,并分流安置相关人员。近9年来,通过三产总公司安置的主业富余人员达1500多人。

(2) 通过产品结构调整,分流安置西安彩虹电器工业公司职工400多人。

(3) 按照国家有关内部退养的政策,分流安置200多人。

(4) 通过技改技措、结构调整、精简合并,分流安置1000余人。

2、取得的成效

通过上述措施,共分流安置富余人员3000余人,约占集团公司总人数的14%。集团公司在建厂初期彩管的年产量96万只,人员为5000人左右;2003年集团公司彩管年产量已达1151万只,直接从事彩管及零部件生产的职工仅13,000人,企业的劳动生产率有了大幅度提升。

(三) 主业发展面临的主要问题

1、国有独资的所有制形式不利于主业的继续发展

根据2002年的数据显示,目前国内生产CRT产品的企业,除彩虹集团公司外,均为外资、合资或股份制企业,唯有彩虹集团公司一家是国有独资企业。在激烈的竞争中,集团公司在体制和机制上与竞争对手不在同一平台上。

2、企业历史负担沉重

由于历史原因及所处地理环境,使得集团公司承担着相当多的社会职能,企业办有学校、医院、幼儿园、公安处等。在日趋激烈的市场竞争中,集团公司对此仍需花费相当的精力和费用,使企业不能一心一意从事生产经营活动。

3、人工成本总体偏高

在国内彩管生产企业人员结构上,彩虹集团公司原固定工所占比例最大,因



而工资性支出相对较高；另外，由于受国有企业体制所限，企业在人员进出、收入调整等方面难以作到市场化配置。

（四）分流安置富余人员工作中存在的问题

1、社会经济大环境的制约

集团公司主体企业和绝大部分职工所在的咸阳市属于经济和社会欠发达的西部地区，社会对劳动力资源的需求较小，市场容量有限，而下岗失业人员又较多，分流安置富余人员的难度较大。

2、职工思想观念相对保守

由于历史原因，企业形成相对封闭、独立的工业城区，导致职工传统观念意识较强，适应经济变革的能力较弱，推行改革的思想阻力较大。

3、以往分流安置富余人员存在的局限性

以前在分流安置人员的同时没能相应建立完善的劳动合同制度，多数被分流安置职工的劳动关系仍旧保留在集团公司或彩虹彩色显象管总厂，企业与这些人员的劳动关系并没有根本改变，实际是分而不离，企业的无限连带责任并没有真正解除。此外，对接收主业富余人员的单位也未能建立起健全的法人治理结构，产权关系、隶属关系仍不清晰，制约了这些单位的发展。

（五）今后精干主体提高主业竞争力的思路与目标规划

1、主业改革发展的思路

（1）继续深化产权制度改革，对主业实施规范的公司制改造。

（2）建立和完善母子公司管理体制，实现集团公司从生产经营型向战略管理型转变。

（3）在生产经营方面实施总成本领先战略；在显示器件领域实施相关多元化战略，加强技术研发力量，跟踪新型显示器件领域新产品新技术，为集团公司实现行业和产品结构性调整做好准备。

（4）借助资本市场，开展资本经营，提升集团公司主业竞争力和影响力。

（5）优化内部组织机构和职能，进一步改革人事、劳动、分配制度。

（6）继续加强企业文化体系建设。

（7）实施主辅分离，使主业轻装上阵。

综上所述，彩虹集团公司改革发展的整体思路是：在正确的发展战略指引下，



发挥集团公司战略管理职能，在产权制度、管理体制、内部机制、主辅分离等方面实施系列的重组与改革，打造总成本领先的核心竞争力；通过加大科研投入力度，加强改造和创新现有产品，优化产品结构，适时进入新型显示器件产品领域，实现产业结构性调整。

2、目标规划

到 2010 年，在 CPT 领域成为具备明显竞争优势的企业；在新型显示器件领域，具备产品研发或与跨国公司合作生产的能力，成为产品多元化、经营规模化、管理现代化、具有国际竞争力的显示器件生产和研发基地，为实现“立百年彩虹”的远景目标奠定坚实基础。

第二部分 主辅分离改制分流的整体情况

第一则 主 辅 分 离

一、主辅业划分的依据和范围

（一）主辅业划分的依据

1、集团公司企业发展战略和规划是确定主辅业界限的基本依据

根据 2003 年制定的企业发展战略，集团公司 CPT 产品领域实施总成本领先的基本竞争战略，使集团公司成为该产品领域内总成本最低、竞争力最强的显示器件企业；在作好 CPT 产品的同时，实施相关多元化的经营战略，将新型显示器件作为集团公司新的经济增长点，力争培育成为第二支柱产业。

根据上述战略定位和发展规划，现有 CPT 产品以及新型显示器件产品领域，是集团公司核心业务和大力发展的方向，属于集团公司的主业（详见附件 2）。

2、鉴于综合配套能力强是集团公司总成本领先的重要组成部分，对总成本构成影响大的彩管配套企业列入主业

- （1）与彩管的关联度大、不可分割的配套企业。
- （2）交易成本或转换成本高，直接影响彩管竞争力的配套企业。
- （3）占彩管成本构成比重大，直接影响彩管竞争力的配套企业。
- （4）对彩管的整体利润贡献率或所占收入的比重较大，对集团公司收入影响大的配套企



(二) 主辅业的基本范畴

1、主业的基本范畴

主业必须与显示器件有关，与显示器件无关的行业和产品不列为主业范畴。

鉴于彩虹集团公司的核心竞争力在于总成本领先，而总成本领先主要是由于彩虹集团公司综合配套能力强，因此，对于上述直接影响集团公司显示器件总成本构成的主要配套企业，列为主业的基本范畴。

2、辅业的基本范畴

主业范畴之外，即属于广义的辅业范畴，辅业基本范畴主要包括：

(1) 企业承担社会职能的部分（如学校、医院、公安处、彩虹职大、彩虹中专、彩虹技校等）

(2) 后勤服务系统（主要集中在三产总公司）

(3) 市场化程度较高、交易或转换成本不大的配套生产系统

(4) 集团公司投资的与 CRT 产业无关的行业

(三) 主辅业的具体范围

1、主业的具体范围

(1) 主业产品主要包括

1) 各种品种和规格的彩色显示器件的生产和总装

2) 彩色显示器件主要零配件产品，包括电子枪、玻壳、网版、偏转线圈、

专用零件等

(2) 主业企业主要包括

1) 彩管一厂（彩管总装）

2) 彩虹显示器件股份公司（彩管总装）

3) 彩虹电子枪厂（彩虹彩管专配、不可分割）

4) 彩虹电子网版厂（所占成本比重较大、转换成本高）

5) 彩虹玻璃厂（所占成本比重很大、转换成本高）

6) 西安彩虹资讯公司（所占收入和成本比重大、转换成本高）

7) 咸阳彩虹电子配件公司（专配产品，不可分割）

8) 海彩珠实业总公司（所占收入比重大）

9) 虹实业总公司（所占收入比重较大）



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10) 陕西彩泰电子公司 (彩虹彩管专用零部件)

11) 陕西彩虹荧光材料公司 (所占收入比重大, 转换成本高)

2、辅业的具体范围

(1) 企业办社会单位

1) 承担政府职能的单位: 彩虹集团公司公安处

2) 公益型单位: 彩虹学校、彩虹医院、彩虹职大、彩虹中专、彩虹技校

3) 福利型单位: 三产总公司管理的彩虹幼儿园、公益设施部 (含班车队、保龄球馆、游泳池、体育馆、房产管理室)、物业管理中心、客车队、通信站

(2) 提供后勤服务的经营性单位

1) 三产总公司下属的彩虹宾馆、招待所 (含旅行社)、劳保用品厂、商饮公司、广告公司、装潢公司、七里铺综合市场、汽修厂、设备公司、修建园艺公司

2) 彩虹彩色显象管总厂动力厂

(3) 部分配套生产企业

1) 深圳彩虹电子公司

2) 三产总公司下属的托架厂、电子包装材料厂、化工材料厂、劳保用品厂

3) 彩虹包装箱厂

(4) 集团公司投资的与主业关联度不大的企业

1) 集团公司的全资子公司

a、彩虹建设工程公司及其管理的彩虹房地产开发公司、彩虹工程建设监理公司、彩虹建设工程设计院

b、深圳虹阳工贸公司

c、彩虹惠州总公司

d、海口彩虹温泉大酒店

e、中国电子器件工业总公司

2) 集团公司控股的子公司

北京全创通讯设备公司

安彩虹电器工业公司



3) 集团公司参股的公司

- a、北京盈富泰克投资公司
- b、北京维信诺科技公司
- c、永安保险公司
- d、深圳彩虹皇旗资讯公司

二、实施主辅分离的主要途径

(一) 实施主辅分离的途径

1、对彩虹学校、彩虹医院、彩虹集团公司公安处、彩虹职大、彩虹中专、彩虹技校等企业办社会单位，要通过与地方政府协商，在妥善处理资产、机构、人员的基础上，成建制移交地方政府，分离企业办社会职能。对于政府不愿或无力接收的企业办社会单位，符合国家从事产业化经营政策的，则按照改制分流方式实施主辅分离。

2、对企业自办福利型后勤服务机构，要从福利型转变为经营型，由无偿服务改为有偿服务，由单纯为企业服务逐步转为面向社会服务，逐步改造成为独立核算、自负盈亏的经济实体。具备市场生存条件的，参加改制分流。

3、对经营性后勤服务单位，通过改制分流方式进行主辅分离，组建产权主体多元化的法人经济实体。

4、对市场化程度较高的小型配套生产企业，参加改制分流。

5、对集团公司投资的与主业关联度不大的企业，采取以下分离方式：

- (1) 全资辅业公司，参加改制分流。
- (2) 控股辅业公司，征得其他股东同意后，参加改制分流。
- (3) 参股公司，不参加改制分流，按照集团公司的战略规划对投资进行战略性调整，逐步退出，将所得资金用于主业发展。

6、对于已经停业或者面临生存问题的单位，如海口彩虹温泉大酒店、西安彩虹电器工业公司等单位，通过出售或依法进行清算的方式进行主辅分离，并用盘活的资产妥善分流安置职工。

(二) 改制分流是主辅分离的主要途径

1、对国家不允许实行产业化经营的单位如彩虹集团公司公安处、彩虹学校

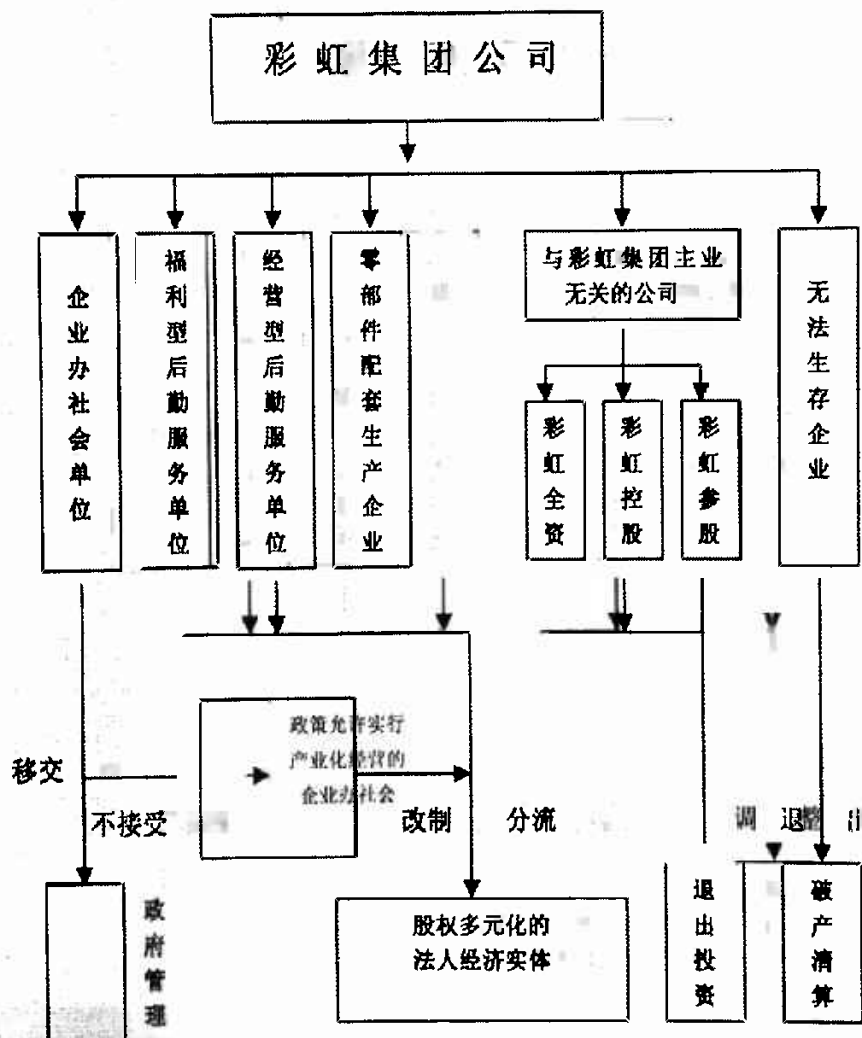


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的初中（义务教育阶段），以及彩虹集团公司参股的企业，不以改制分流方式进行主辅分离。除此之外的其他辅业单位主要通过改制分流的方式实现与主业的分离。

2、对资产属于彩虹集团公司主业的三类资产范畴、人员属于主业富余人员、同时具备市场经营条件的辅业单位，主要采取改制分流的方式与彩虹集团公司主业分离。

附： 彩虹集团公司主辅分离示意图



第二则 改制分流

一、改制分流的总体思路

(一) 总体思路

1、利用彩虹集团公司具备经营条件的三类资产，改制创办面向市场、独立核算、自负盈亏的法人经济实体，分流安置企业富余人员，最终实现产权关系、劳动关系、隶属关系的清晰化和市场化。在解决主业精干的基础上，为辅业发展壮大奠定基础。

2、对具备市场生存能力、经营者和职工有改制意愿的企业，直接改制为非国有法人控股的法人经济实体；对于暂时不具备条件的，可继续保持国有法人控股地位，但做到产权明晰、独立核算、面向市场、自负盈亏，并做好向非国有法人控股企业转变的规划和各项准备。

3、在进行上述分离改制工作时，依法理顺劳动关系。对分流进入改制为非国有法人控股企业的职工，原主体企业要依法与其解除劳动合同，并支付经济补偿金，职工与改制企业签订不少于三年的劳动合同；对分流进入改制为国有法人控股企业的职工，原主体企业和改制企业按国家规定与其变更劳动合同，用工主体由原主体企业变更为改制企业，继续履行原劳动合同，职工工作年限连续计算。

(二) 要实现的目标

1、具备改制条件的辅业单位，调整产权结构，完善公司法人治理结构。改制后，变单一国有为非国有控股的产权结构多元化的公司制企业；暂时不具备条件的，也要实现产权多元化，国有股原则上不超过75%。

2、分流安置职工，在稳定的前提下规范劳动关系。

总之，要使具备市场生存条件的辅业单位按照公司法的要求改制成具有独立法人资格的市场经济主体；在妥善安置职工的基础上，依法规范劳动关系。

二、可用于改制分流的三类资产情况

(一) 三类资产的界定依据

集团公司的发展战略和规划以及彩虹集团公司主辅业划分的具体标准和范围是三类资产界定的依据。



（二）三类资产的范围

目前，彩虹集团公司没有闲置一年以上有市场生存能力的闲置资产，也没有政策性关闭破产企业。因此，集团公司的三类资产即彩虹集团公司的非主业资产，包括辅业资产、后勤服务单位的资产以及与主业关联度不大的其他资产（彩虹学校小学初中部分、彩虹集团公司公安处的非主业资产除外）。

（三）非主业资产的总体情况

1、非主业资产的分布

集团公司的三类资产分布于企办学校、医疗、建筑设计、施工监理安装、宾馆招待、幼儿教育、物业管理、治安保卫等后勤服务单位；为彩管配套的部分生产企业；集团公司投资的与主业关联度不大的企业。

2、非主业资产的效益情况

三类资产的整体效益较差，有些已经因为市场变化的原因导致价值锐减；有些资产属于福利性设施，不具备经营能力；部分属于彩虹配套生产用资产，但由于人工成本高，附加值偏低，效益一般。另外，三类资产中的不良资产较多。

3、非主业资产占总资产的比重

经初步统计，非主业资产约为 17 亿元，占集团公司总资产的 20%。

三、改制分流涉及的人员情况

（一）总体情况

改制分流涉及的人员为 3596 人，约占职工总人数的 17%。

（二）社保情况

集团公司改制分流单位均按照国家 and 地方的规定参加了养老、医疗、失业、工伤、生育等各项社会统筹，上述社会保险缴费比例分别为：养老保险企业负担 20%、个人 7%；医疗保险为企业负担 6%、个人 2%；失业保险为企业负担 2.5%、个人负担 1%；生育保险为企业负担 0.4%，个人不负担；工伤保险企业负担 0.6%、个人不负担。集团公司所属各单位均按规定及时、足额缴纳，没有欠缴社会保险费的情况。离退休人员社保费用已实行社会化发放。

（三）对职工负债情况

经初步调查，改制分流单位无欠发工资、集资款、医药费、社会保险费等对



职工内部负债的情况。

附：**彩虹集团公司三类资产及涉及人员情况表**
(截止到 2003 年 10 月)

单位：元

序号	三类资产涉及的单位	资产数额	涉及职工人数
	彩虹医院	12272601	150
2	彩虹学校	76102381	229
3	培训中心	1994856	40
4	彩虹三产总公司	59925425	664
5	彩虹建设工程公司	10479099	78
6	中国电子器件工业总公司	562319639	218
7	深圳虹阳工贸公司	244022127	4
8	西安彩虹电器工业公司	77999911	1373
9	深圳彩虹电子公司	29409679	8
10	彩虹海口温泉大酒店	79995391	20
11	彩虹包装箱厂	参股企业	11
12	深圳皇旗资讯公司	参股企业	8
13	彩虹动力厂	490000000	793
	总 计	1644521109	3596

四、改制分流应遵循的原则

(一) 改制分流要与业务、资产、人员结构调整相结合，注重资源整合，以提高改制企业的市场生存能力。

由于管理体制、利益格局等方面的因素，集团公司内部存在着同业竞争以及资源被分割的局面，削弱了企业的竞争力。因此，在主辅分离、改制分流过程中，无论是主业还是辅业，均应当重视业务、资产、人员等方面的重组工作。

(二) 统筹规划，分步实施，成熟一个，改制一个。

按照有利于稳定和提高企业市场竞争力的目的，对辅业单位的资产和业务



进行重组，人员总体上仍按照现在所处的单位和岗位进行分流。对于具备经营和改制条件的，集团公司退出国有股份或仅保持参股地位；对于有经营能力、但是暂时不具备国有股退出或参股条件的，可暂时保持彩虹集团公司的控股地位，但应创造条件，尽早退出。

五、改制分流的形式和股权设置

（一）改制分流的形式

根据具体辅业单位的情况，充分利用市场资源和手段，按照《公司法》和其他有关法律法规的规定，通过合资、合作、出售、租赁、承包等方式，逐步实现产权主体多元化，鼓励职工、经营者和社会投资者对改制分流企业进行投资，允许职工将所得经济补偿金转为改制分流企业的股份或债权。

将辅业单位改制为股权多元化的公司制企业是改制分流的主要方式。大多数辅业单位将直接或分两步改制为非国有法人控股的有限责任公司。

（二）改制企业股权设置

1、对于具备市场生存条件的改制分流企业，直接改制为非国有法人控股的有限责任公司，集团公司国有法人股可一次性退出或保留参股地位，参股比例原则上应低于 20%。

2、对于暂时不具备市场生存能力的改制分流企业，彩虹集团公司也应整体规划、逐步退出，彩虹集团公司的持股比例原则上应低于 75%。

3、对于政府不愿接收、国家政策允许产业化经营的企业办社会单位，可改制为法人经济实体，其股权设置参照改制企业的股权设置模式进行。

六、改制分流过程中的资产和债权债务处理

（一）基本原则

- 1、争取引入增量资产，盘活存量资产
- 2、资产随业务走
- 3、依据资产相关性、业务相关性原则合理划分债权债务

（二）资产处理的基本程序

- 1、在主辅分离改制分流总体方案获得国资委、财政部、劳动保障部联合批



复后，由彩虹集团公司逐个对所属企业改制分流所利用的三类资产情况进行审核认定，出具认定证明文件，并按照《国有企业清产核资办法》（国资委令第1号）、《财政部关于印发〈企业公司制改建有关国有资本管理与财务处理的暂行规定〉的通知》（财企〔2002〕313号）和国有资产评估管理的有关规定，对三类资产进行清查、审计和评估。

2、经评估后的国有净资产可进行下列支付和预留：

（1）解除职工劳动合同的经济补偿金。职工解除劳动合同支付的经济补偿金，按照《关于印发国有大中型企业主辅分离辅业改制分流安置富余人员的劳动关系处理办法的通知》（劳社部发〔2003〕21号）执行。

（2）移交社会保障机构管理的职工一次性缴付的社会保险费。

（3）因改制分流实行内部退养人员的生活费和社会保险费预留。

3、国有净资产不足以进行各项支付和预留的，不足部分由集团公司予以补足。

4、国有净资产进行支付和预留后有剩余的，剩余部分可按规定向职工或外部投资者出售，或采取租赁、入股、转为债权等方式留在改制企业，但不得无偿量化到个人。

5、集团公司应委托会计师事务所对用国有净资产进行支付和预留的情况进行专项审计，并由会计师事务所出具专项审计报告。

6、用国有净资产按规定进行各项支付和预留（含原主体企业予以补足的部分）造成账面国有资产减少的，由集团公司在每一批改制企业完成公司设立登记后30日内，将有关情况汇总报国资委批准后冲减国有权益。

7、对没有纳入改制分流范围但具备经营条件的剥离资产，可组建企业法人，独立核算，并相应安置部分职工；对于不具备经营条件的剥离资产，可采取整体公开出售、租赁经营等方式处理，所得收入优先用于安置职工；对于不具备上述条件的剥离资产，暂由集团公司或愿意接收的改制企业管理。

（三）债权债务的处理

1、债权债务的处理原则

（1）债权、债务随资产走的原则



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资产进入拟改制企业，相应的债务也要进入。凡能明确某项资产、业务而产生的负债，原则上随该项资产业务一并进入改制企业。

(2) 合法性原则

应保证进入改制单位的债务有合法完备的手续，该项债权债务的起源要明确、合法。

(3) 尊重债权人权利原则

有关债务进入改制单位必须事先征求债权人的意见，并协议落实债务。

(4) 适度性原则

为保证改制单位财务结构稳健合理，要综合考虑其对集团公司的债权债务和自身净资产的规模，进行确定。

2、落实债权债务的方式

(1) 由集团公司总体安排改制企业的债权债务清理和核实工作，并进行必要的审计，落实债权人、债务人并与债权人或债务人订立债务偿还或保全协议。

(2) 改制企业原为独立法人的，要继续承担和落实原有的债权债务关系；从原主体企业分立重组的改制企业，按商定的比例承担债务。

(3) 实行整体改建的辅业单位，由成立的公司制企业承继原企业的全部债权债务；实行分立式改建的，由分立的各方承继原企业的相关债权债务；企业实行合并式改建的，由合并后的企业承继合并前各方的债权债务。

(4) 集团公司内部债务（包括改制时改制企业国有净资产按规定进行各项支付后的剩余部分采取转为彩虹集团公司债权方式留在改制企业的部分）不能因为主辅分离、改制分流而抵消，应由集团公司组织各单位进行及时清理，相关单位要制订切实可行的还款计划，按期偿还。

(5) 在资产清查过程中，如发现企业有对职工负债事宜，应按财政部 313 号文件第十七条的规定处理。

七、改制企业土地使用权的处理

根据国家和地方政府有关土地管理的法规及 859 号文件的规定，对改制企业所使用的土地作以下处理：

(一) 改制企业现用地为集团公司通过出让方式取得的土地，集团公司可



根据具体情况采取出让、租赁、投资入股、无偿使用等方式由改制企业使用。

(二) 改制企业现用地为集团公司划拨土地, 不改变土地用途的, 经与集团公司协商一致并经土地所在地县级(含)以上人民政府批准, 可继续以划拨方式使用; 需要改变土地用途的, 应按照《划拨土地目录》(国土资源第9号令)核定, 改变后的用途符合《划拨土地目录》的, 可继续以划拨方式使用; 不符合《划拨土地目录》的, 应依法办理土地有偿使用手续, 允许将土地出让收益用于支付改制成本。

八、人员分流安置办法

(一) 人员分流安置的原则

1、妥善处理改革发展稳定的关系

围绕集团公司改制分流工作的总体目标, 考虑企业、职工和社会的承受能力, 区别不同情况, 对富余人员采取不同方式进行分流安置。

2、依法调整劳动关系

在改制分流过程中, 依法调整改制单位与职工的劳动关系。调整劳动关系应兼顾各方利益, 维护企业和职工的合法权益, 实现劳动关系的和谐。

3、规范操作

在企业改制总体方案框架内, 按照有关法律、法规和相关政策制定职工分流安置方案, 职工分流安置方案需经改制企业职工代表或者工会审议通过, 并报集团公司审核备案后实施。

4、保持政策的协调稳定

在确定人员分流安置的具体政策和标准时, 要注意综合平衡, 尽可能保持相关政策的协调和稳定。

(二) 分流安置人员范围

分流安置的人员是指根据国家产业政策, 按照企业发展战略要求和专业化分工的原则, 需要分离的辅业、后勤服务单位以及与主业关联度不大的辅业单位的职工, 以及由于主业产业、产品结构调整需精简分流的富余人员。

(三) 人员分流安置途径

1、分流到改制企业工作



职工与主体企业解除劳动关系后，与改制企业重新签订或者变更原劳动合同，在改制企业继续就业。这是人员分流安置的最主要的方式。

2、符合内退条件的，可办理内退手续

对距法定退休年龄不足五年的职工，本人自愿申请并获企业批准后，参照1993年国务院第111号令办理离岗休养即内部退养。

3、符合提前退休条件的职工，按国家有关规定办理提前退休手续

4、自谋职业

在改制过程中，职工如自愿申请与企业解除原劳动合同，到社会上就业，应予鼓励。

(四) 改制分流过程中各种劳动关系的处理

1、改制分流工作实施前，应依法清理各种混乱和不清楚的劳动关系，对于其中符合改制分流条件的职工，参加改制分流。

2、对于参加改制分流的全部职工，依照以下规定处理原劳动关系：

(1) 分流到非国有法人控股改制企业的职工

职工与主体企业解除原有劳动合同后，依照劳社部发[2003]21号文规定的标准获得经济补偿金，职工与改制企业重新签订劳动合同，职工在改制企业的工作年限重新计算。劳动合同的期限由改制企业与职工协商确定，协商不一致的，重新签订劳动合同的期限应不少于3年。

(2) 分流到国有法人控股改制企业的职工

职工与主体企业解除劳动关系后，由改制企业继续与职工履行原劳动合同的权利义务，不支付经济补偿金，但改制前后职工的工作年限合并计算，待改制企业变更为非国有法人控股企业时，参照前条补偿标准执行。改制企业与职工就变更劳动合同期限不能协商一致的，应当履行原劳动合同中尚未履行的期限；原劳动合同未履行期限短于3年的，应延长至3年。

(3) 内部退养职工

对于在改制前已办理内部退养的人员，由集团公司或者改制企业继续履行与职工签订的内部退养协议。

在企业改制分流时，符合内部退养条件的职工，本人申请办理内部退养并经企业批准的，由双方签订内部退养协议。内退期间企业不再为其安排工作岗



位，职工按月领取生活费，到达法定退休条件时办理正式退休手续。退养期间的生活费和社会保险费可从国有净资产中预留，并建立相应管理制度，实行专款专用。

(4) 自谋职业人员

在改制过程中，职工自愿与企业解除劳动合同，到社会再就业的，企业应按规定解除劳动合同，给予经济补偿金，并在规定时间内为职工办理组织关系、档案关系、社会保险关系、失业登记等事项的转移和接续。

(5) 因工负伤（包括患职业病）人员

对因工负伤（包括患职业病）人员，按照《工伤保险条例》的规定办理，享受相关待遇。

(6) 患病或者非因工负伤人员

对患病或者非因工负伤人员，在规定的医疗期结束后，根据职工身体恢复情况：如果能从事原工作的，继续履行原劳动合同；如果不能从事原工作，应依照劳动合同法的有关规定对劳动关系作出相应调整。

(五) 社会保险关系的接续

集团公司与改制企业应积极与社保部门协调，及时办理职工社会保险关系转移和接续手续。

改制后，改制企业应严格执行国家和企业所在地政府有关社会保障的规定，继续为职工交纳相关社会保险费用。

(六) 人员安置的相关费用

1、解除劳动合同所支付的经济补偿金

对于分流到非国有控股改制企业的职工，与原主体企业解除劳动合同，从改制企业国有净资产中给予经济补偿金，该补偿金在职工自愿的基础上可转为职工在改制企业的股权或债权。

解除劳动合同经济补偿金的标准按照劳社部发〔2003〕21号文的规定执行。

考虑到彩虹集团公司是本次劳动关系调整的主体，同时为便于计算，企业月平均工资原则上按照集团公司上年度月平均工资确定，所属企业月平均工资高于集团公司月平均工资的，由集团公司予以综合平衡后作为企业月平均工资标准。



2、内退人员的生活费

办理内退人员的生活费标准根据改制企业实际情况确定，但生活费标准最高不得超过按所在省计算正常退休人员养老金的计算办法核定的数额，最低不得低于地方政府规定的最低生活费标准。

内部退养人员生活费标准一次核定后，至正式退休前原则上不再调整，但如果低于地方政府有关最低生活费标准的，应当予以补足。内退人员符合法定退休条件时，按社保部门规定核定计算其退休后的基本养老金。

3、离退休人员的费用

对于已纳入社会统筹的各项费用，实行社会化发放；对于企业长期存在的按照国家或者地方政府规定执行的统筹外的费用，按照规定履行审批程序后方可予以预留。

4、相关费用的来源

解除劳动合同所支付的经济补偿金、内退人员生活费、社会保险费以及按照国家规定应当支付的离退休人员的统筹费用等，原则上从改制企业的国有净资产中支付或者预留。改制企业的国有净资产按规定进行各项支付的不足部分，由集团公司予以补足。

（七）人员分流安置工作中的扶持和鼓励措施

一是根据全国再就业会议的精神和 859 号文的规定，集团公司将在实行相关多元化战略的过程中把主业向上延伸，拉长产业链，培育新的利润增长点，大力开发就业岗位；二是充分宣讲政策，帮助改制企业运用好税收减免和补贴政策，扶持职工自主创业、自谋职业；三是寻找合适的社会机构进行培训，引导职工转变就业观念；四是建立自谋职业职工创业孵化机制等。

九、经济补偿金总额及来源

对分流进入改制后的非国有法人控股企业的职工，在依法与集团公司解除劳动合同的同时，获得经济补偿金。

（一）经济补偿金的计算标准按照国经贸企改[2002]859 号文和劳社部发[2003]21 号文规定的标准执行。

（二）经初步测算，用于支付职工解除劳动合同的经济补偿金总额约为 2



亿元(人数约为 3596 人,人均补偿年限为 21 年,人均补偿金额约为 5.5 万元)。

(三)经济补偿金的来源主要是集团在改制分流企业中的国有净资产、以及集团公司出让股份、变现资产等获得的收入;对于依法进行包括经济补偿金在内的各项支付不足的部分,由集团公司予以补足。

十、改制分流过程中几个问题的处理

(一) 关联交易

改制企业分离后,集团公司与各改制企业之间的交易往来将按照市场规则和公平合理、平等自愿的原则进行,交易主体均按照民事合同享有相应的民事权利,承担相应的民事义务。

(二) 对改制企业的扶持政策

集团公司将对改制企业提供一定的政策扶持。这些政策主要包括:

1、集团公司从对改制企业予以扶持角度出发,适度保护内部市场,在同等条件下优先选择改制企业提供的产品或服务,充分体现“扶上马,送一程”的精神。

2、为改制企业创造生产经营条件。

3、利用集团公司的管理、技术、人才等优势为改制企业提供指导和帮助,促使其管理、技术水平的提高。

4、帮助推荐并监督改制企业经营者的产生过程合法。

5、对暂时不具备独立经营条件的,给予一定扶持期限,费用逐年递减。

集团公司上述扶持政策采取的是“内部优先但不保护落后”、“在竞争条件下同等优先”的原则,以此促使改制企业摆脱依赖思想,主动降低成本、提高质量、改善服务,尽快提高市场竞争能力。

集团公司将统一与改制企业签订相关扶持协议。

第三部分 参加改制分流单位及其改制分流方案或思路

一、 参加改制分流单位名单及其基本情况

(详见附件 4)



二、第一批改制试点单位的改制分流方案

彩虹建设工程公司、中国电子器件工业总公司、深圳彩虹电子公司三家企业为彩虹集团公司第一批实施改制分流试点单位。

三家企业的资产负债结构见下表：

单位：元

单位	总资产	总负债	所有者权益
中国电子器件工业总公司	541,474,980.71	329,170,494.46	212,304,486.25
陕西彩虹建设工程公司	32,166,313.23	25,376,615.75	6,789,697.48
深圳市彩虹电子有限公司	35,449,139.90	7,182,279.03	28,266,860.87

(截止日期：2003年12月31日)

三家企业全部改制为非国有法人控股的有限责任公司。

三家企业共分流安置人员 304 人，其中进入改制企业 243 人，办理内退 61 人，无自谋职业、工伤等人员。

三家企业共需支付经济补偿金 20484379 元，预留内退人员费用 8248330 元
(其中内退人员生活费 6546278 元，内退人员社会保险费 1702052 元)。

三家改制分流企业的人员相关费用测算表

金额：元

企业名称	安置人数	进入改制企业人数	内退人数	平均工龄	经济补偿数额	人均补偿额	内退生活费	内退保险费
彩虹建设工程公司	78	83	15	22	3483207	55289	843060	219196
中国电子器件工业总公司	218	172	46	20	16242176	94433	5703218	1482856
深圳彩虹电子公司	8	8	0	20	758696	94837	无	无
总计	304	243	61		20484379		6546278	1702052
							合计：8248330	

(三家公司的最终补偿标准由集团公司参考集团内部其他改制单位的补偿标准在与职工协商的基础上予以综合平衡)



三家企业的改制分流方案如下:

I、彩虹建设工程公司改制分流方案

一、基本情况

公司于1993年3月成立,全民所有制企业,经营方式为工程总承包。

公司下属咸阳彩虹房地产开发公司、彩虹工程建设监理公司、彩虹建设工程设计院,均未独立核算。

截止2003年12月31日,资产合计32,166,313.23元,负债合计25,376,615.75元,所有者权益合计6,789,697.48元。

二、改制条件分析

(一)工程公司具备一定生存能力和市场发展潜力。

工程公司及其下属三个单位目前具备房地产开发和施工总承包三级资质、工程造价咨询甲级资质、建筑设计乙级资质,以及建设工程监理甲级资质。工程公司具备众多资质,但由于体制和经营所限,并没有真正发挥其价值。

(二)工程公司经营者和绝大多数职工对改制有积极性。

(三)经营班子较团结、并具有市场开拓精神。

总之,工程公司具备一定的市场开拓和生存能力,经营者和职工对改制比较支持,具备一次性改制为非国有法人控股的有限责任公司的条件。

三、改制内容

(一)改制形式和股权结构

1、改制形式

改制为非国有法人控股的有限责任公司。将工程公司、设计院、监理公司合并组建为一家开展工程总承包业务的有限责任公司;彩虹房地产公司予以保留,并依照公司法改造为有限责任公司。

2、股权结构

(1)集团公司在上述公司的股权部分转让给工程公司现有经营者和职工,所留存股份比例不超过20%。



(2) 经营者和职工股权比例为 50%以上, 职工持股向经营者和业务骨干倾斜, 经营者持股份额原则上不超过一般职工平均持股份额的 5 倍。

(3) 吸收民营资本进入, 股权比例为 30%以下。

(4) 股东出资来源: 集团公司以支付改制成本后剩余的净资产作为出资; 经营者和职工以取得的经济补偿金入股, 再自第一部分现金出资; 民营资本以现金出资。

3、经营者和职工持股的载体

由于出资的经营者和职工人数较多, 超出了公司法规定的有限责任公司股东人数的限制, 因此, 经营者和职工的持股载体将优先选择委托信托投资公司或者工会法人代为持有股份的方式进行; 经过出资职工决议, 也可采取推举职工代表持有股份的方式进行。关于委托持股协议的具体内容, 由当事人协商确定, 协议中应明确代为出资的法律事实。

4、法人治理结构

(1) 公司设股东会, 是公司最高权力机构, 由全体股东组成, 依照《公司法》和公司章程行使权利, 议事方式和表决程序按公司章程规定执行。

(2) 公司设董事会, 是公司的最高决策层, 董事会由三至十三名董事组成, 董事成员由各股东参考股权比例提名, 并由股东会选举产生, 董事会对股东会负责, 并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

(3) 公司设监事会, 是公司的监督机构, 由股东会选举产生并对其负责。监事会人数不少于三人, 并应有职工代表参加。监事会设监事会主席一人, 为监事会召集人。

(二) 人员状况和安置分流意见

1、工程公司现有的 78 人参与改制分流, 其中 63 人进入改制后新公司工作。

2、进入改制后公司的 63 人与集团公司解除劳动合同并获得经济补偿金。

3、15 名符合内退条件的职工可在其自愿的基础上办理内退手续, 由彩虹集团公司纳入现行内退人员管理体系进行管理。

4、对于离退休人员, 将相关统筹费用与集团公司办理交接, 将人员交给彩虹集团公司离退休办公室管理。



5、进入改制后公司工作的职工，与新公司签订期限不少于三年的劳动合同。

（三）经济补偿金总额及来源

以 2003 年 10 月 31 日为基准日，经初步测算经济补偿金总额为 3483207 元。资金来源主要是集团公司在工程公司中的国有净资产以及集团公司出让股变现资产等获得的收入；对于依法进行包括经济补偿金在内的各项支付不足的部分，由集团公司予以补足。

（四）资产处置

1、目前企业占用的集团公司的房屋不纳入改制范围，由集团公司收回并租赁给工程公司使用。

2、集团公司历年未分配利润予以分配。

3、集团公司以纳入改制范围并经过评估后的净资产支付经济补偿金后，将剩余净资产作价转让给工程公司经营者和职工及新进入的社会投资者，职工对集团公司的股份享有优先受让权，集团公司转让股份后保留的股份不超过 20%。

4、对于净资产进行各项支付不足部分，由彩虹集团公司以现金方式补足。

（五）债权债务

原改制企业债权债务由新成立的公司继承和负担；对于集团公司内部债务问题，由集团公司统一协调，并由相关当事人签定债务偿还协议。

（六）政策扶持

鉴于工程公司市场意识不强，市场运作经验不丰富，集团公司在三年之内，在改扩建工程项目上和融资问题上对工程公司给予一定扶持。政策扶持的具体协议另行签订。

四、党团组织关系档案管理社会保险等接续工作

在公司改制后，按照陕西省和咸阳市的具体规定，办理属地化管理相关手续。

II、深圳彩虹电子公司改制分流方案

一、基本情况

深圳市彩虹电子公司由彩虹集团公司、深圳经济特区发展（集团）公司和深圳桑达电子总公司合资设立，公司成立于 1989 年 4 月，注册资本 423 万元，主



要从事彩管及显示管用会聚磁件生产和销售。

截止 2003 年 12 月 31 日, 公司资产总额为 35,449,139.90 元, 负债 7,182,279.03 元, 所有者权益合计为 28,266,860.87 元, 其中彩虹集团公司所有者权益为 19,786,802.61 元。

公司现有与彩虹集团公司保持劳动关系的职工 8 人, 均为彩虹集团公司外派职工。

二、改制条件分析

1、具备市场生存条件和发展潜力

公司现年产会聚磁件 1800 多万只, 其中 60% 内配集团公司, 40% 左右外销, 具备一定的市场生存能力。随着本次改制的完成, 制约公司发展的制度问题将得到解决, 企业活力将得到进一步的释放。

2、经营状况较好, 资产质量较高, 能够支付改制各项成本

3、经营者和职工对改制的积极性较高, 市场观念到位

由于公司地处深圳, 市场竞争环境相对成熟, 经营者和职工市场意识较强, 对参与改制持积极态度, 希望公司尽快实施改制。

4、经营班子企业管理水平较高, 富有进取精神

5、公司的另外两家国有股东对于改制持支持态度, 承诺放弃彩虹集团公司所转让股份的优先受让权

综上, 该公司具备一次改制为非国有法人控股的有限责任公司的条件。

三、改制内容

(一) 改制形式及股权结构

1、改制形式: 改制为非国有法人控股的有限责任公司。

2、改制后公司名称保留名称: 深圳彩虹电子有限公司。

3、改制后业务范围: 在做好现有会聚磁件新产品的同时, 利用现有设备, 发挥注塑和制模的优势, 开发新产品。

4、改制后股权结构: 集团公司将其持有的 70% 的股份中的 51% 按照评估后的资产价值转让给彩虹的经营者和职工后, 股权结构如下: 集团公司持有 19% 的



股份，公司经营者、职工和部分业务骨干持有 51% 的股份（其中经营者应持大股东，持股比例原则上不超过一般职工的 5 倍），深圳市特区发展集团公司持有 20% 的股份，深圳市桑达有限责任公司持有 10% 的股份。

5、经营者和职工出资来源：经营者和职工以取得的经济补偿金折价入股，再自第一部分现金出资。

6、法人治理结构

(1) 公司设股东会，是公司最高权力机构，由全体股东组成，依照《公司法》和公司章程行使权利，议事方式和表决程序按公司章程规定执行。

(2) 公司设董事会，是公司的最高决策层，董事会由三至十三名董事组成，董事成员由各股东参考股权比例提名，并由股东会选举产生，董事会对股东会负责，并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

(3) 公司设监事会，是公司的监督机构，由股东会选举产生并对其负责。监事会人数不少于三人，并应有职工代表参加。监事会设监事会主席一人，为监事会召集人。

(二) 人员状况及安置意见

1、该公司现有彩虹职工 8 人，离休 1 人，均为集团公司委派到公司的职工。

2、8 名职工全部与集团公司解除劳动合同，依法得到经济补偿，经济补偿金可作价入股；1 名离休干部移交集团公司离退休办公室管理。

3、在新公司变更登记后 30 日内，由新公司与上述 8 名职工签订不少于三年的劳动合同。

(三) 经济补偿金总额及来源

以 2003 年 10 月 31 日为基准日，经初步测算经济补偿金总额为 758696 元（最终数额以彩虹集团在集团内部综合平衡的数额为准）。

该经济补偿金从集团公司在该公司所占净资产中支付。

(四) 资产处置

1、现有房产由于历史遗留问题存在法律障碍，不纳入改制范围，由现有股东与深圳市政府有关部分协商处理房产问题。



2、分流安置职工的费用由集团公司负担，不涉及其他股东权益。

(五) 债权债务处理

现有债权债务多为公司正常经营中产生的流动性债权债务，由改制后的公司享有和承担。

(六) 土地使用权

新公司采取租赁方式取得土地使用权。

四、党团组织关系档案管理和社会保险关系接续

上述关系的移交和接续按照 859 号文件和深圳市地方政府的有关规定执行，实行属地化管理。

五、关联交易及扶持政策

由于目前公司产品主要内配给彩虹集团公司，集团公司将在内部市场方面给予扶持，具体扶持期限和内容通过协议方式予以确定。

III、中国电子器件工业总公司改制分流方案

一、基本情况

公司主要从事电子器件的生产和销售业务，截止 2003 年 12 月 31 日，资产合计 541,474,980.71 元，负债合计 329,170,494.46 元，所有者权益合计 212,301,486.25 元。

二、改制条件分析

(一) 公司目前效益较好，经营者和职工改制积极性高。

(二) 859 号文出台之前，已酝酿改制 2 年时间，改制基础条件已初步形成。

(三) 经营班子富有市场开拓意识，具有较强的经营和管理经验。

综上，该公司具有一次改制为非国有法人控股的有限责任公司的条件。

三、改制内容

(一) 改制形式及股权结构



1、改制形式

将中国电子器件工业总公司改制为非国有法人控股的有限责任公司。

2、股权结构

集团公司将根据股权受让方的受让意愿和出资能力，将公司股权予以出让，经过出让后的集团公司所持有股份不超过 10%，并在条件具备时逐步退出剩余股份。

受让方范围确定为：中国电子器件工业总公司经营者、职工和社会投资者，其中经营者和职工优先受让彩虹集团公司的股份（经营者应持大股，其持有股份的额度一般不超过一般职工持股额度的 5 倍），其余股份由社会投资者（浙江民营企业）购买。

3、关于经营者和职工持股的载体

由于出资的经营者和职工人数较多，超过了公司法对有限责任公司股东人数的限制，因此，经营者和职工的持股载体将优先选择委托信托投资公司或者工会法人代为持有股份的方式进行；经过出资职工决议，也可采取推举职工代表持有股份的方式进行。关于委托持股的协议内容，由当事人协商确定，协议中应明确代为出资的法律事实。

4、经营者和职工的出资来源

经营者和职工可用取得的经济补偿金入股，再自筹一部分现金出资；民营资本以现金方式出资。

5、法人治理结构

（1）公司设股东会，是公司最高权力机构，由全体股东组成，依照《公司法》和公司章程行使权利，议事方式和表决程序按公司章程规定执行。

（2）公司设董事会，是公司最高决策机构，董事会由三至十三名董事组成，董事成员由各股东参考股权比例提名，并由股东会选举产生，董事会对股东会负责，并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

（3）公司设监事会，是公司的监督机构，由股东会选举产生并对其负责。监事会人数不少于三人，并有职工代表参加。监事会设监事会主席一人，为监事



会召集人。

6、改制后公司业务范围

目前业务范围保持不变。

(二) 人员状况及安置意见

1、公司现有职工 218 人：离退休人员共 105 人（其中离休 8 人）。

2、离退休人员提留国家和北京市地方政府规定的费用后，由改制后公司实行专户管理。

3、172 名在职职工进入改制后的新公司，并与新公司签订不少于 3 年的劳动合同。

4、办理内部退养的人员 46 人，不给经济补偿，提留相关生活费和社会保险费后，由改制后的新公司履行内退协议。

(三) 经济补偿金总额及来源

以 2003 年 10 月 31 日为基准日，初步测算经济补偿金总额为 16242476 元。

该经济补偿金来源为集团公司公司的净资产。

(四) 资产处置

1、集团公司收回历年未分配利润。

2、集团公司用于解除劳动合同的经济补偿金约从集团公司在该公司所占净资产中支付。

3、在依照政策进行各项支付后的剩余净资产，转让给公司经营者和职工，经营者和职工出资购买剩余部分出售给社会投资者。

(五) 债权债务处理

现有债权债务由改制后的公司享有和承担。

集团公司为公司担保的贷款余额做反担保手续，以目前公司的房产等固定资产作为抵押，并办理抵押登记手续。

(六) 土地使用权

目前公司使用的国有划拨土地由公司与北京市国土资源和房屋管理局协商后确定国有土地使用方式。



四、党团组织关系档案管理社会保险接续等衔接工作

由改制后公司按照北京市地方政府有关社会保障的相关规定办理。

三、其他改制单位的改制分流思路

除以上三家试点改制企业外，其他参与改制分流的在调查研究的基础上确定了改制分流的思路，部分已形成初步改制方案，为便于审批机关掌握情况，特列示这些改制分流单位的改制分流思路，待正式方案形成后，将分批予以上报。

I、彩虹三产总公司的改制分流思路

一、公司及其下属单位基本情况（详见附件4）

二、情况分析

（一）三产总公司本身量为独立法人单位，但更多承担的是对集团公司部分辅业单位的管理职能，目前公司管理辅业单位有：4个生产配套厂、8个经营性服务单位、2个公益事业型单位。

（二）三产总公司管理的辅业单位性质不一，既有生产单位、后勤服务单位，也有公益性和福利性单位。

（三）三产总公司下属各单位在资产、业务、人员和管理关系方面不规范。

（四）三产总公司下属的经营性单位之间存在条块分割和同业竞争的情况，相关资源未得到有效整合。

三、改制分流思路

（一）对三产总公司的改制工作将主要从三产总公司下属单位层面展开。

（二）将三产总公司管理的辅业单位进行梳理，将经营性单位与非经营性单位予以划分，并实行相应的政策。

（三）对经营性的辅业单位，从有利于提高企业竞争力的原则出发，进行市场、资产、业务、人员等资源的优化重组。

（四）鼓励职工和社会投资者在改制企业持股（职工可将经济补偿金转为在改制企业的股权），集团公司尽可能退出投资，如不具备完全退出的条件，也实现产权主体多元化，集团公司保持参股地位，所占股份原则上不超过20%。

（五）在改制为非国有控股企业就业的人员，依法获得解除劳动关系的经



济补偿金。经过初步测算，所需经济补偿金总额约为 35115854 元。

(六) 集团公司从资源配置、项目扶持等方面帮助改制企业提高市场生存能力。

II、彩虹动力厂改制分流思路

一、基本情况（详见附件 4）

二、改制分流思路

(一) 首先将彩虹动力厂供热供气部分分离出来，与社会投资者及职工共同设立有限责任公司。相应职工与集团公司解除劳动合同，并获得经济补偿后安置进入改制后公司，对于部分无法安置的职工按照本总体方案关于人员分流途径予以妥善安置。

(二) 对动力厂其他业务部分则按照资产相关性、业务相关性的原则予以重组，并视条件具备的情况逐步予以改制，并对相关人员予以妥善安置。

III、彩虹包装箱厂改制分流思路

一、基本情况（详见附件 4）

二、改制分流思路

(一) 集团公司将所持彩虹包装箱厂的股份全部予以转让，退出在该企业的投资。

(二) 与集团公司保持劳动关系的 9 名职工给予经济补偿，解除与彩虹集团公司的劳动关系，由其与彩虹包装箱厂签订劳动合同。对 2 名符合内退条件的职工，在自愿基础上办理内退手续，纳入集团公司内退人员管理体系。

IV、西安彩虹电器工业有限责任公司改制分流思路

一、基本情况（详见附件 4）

该公司主营业务与集团公司关联度小，现已停业。目前，公司共有职工 1373 人，集团每年实际承担职工生活费 2000 多万元，至今已支付近 1 亿元，成为集团公司一项沉重负担。

二、改制分流思路



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(一) 首先应当通过协商或者采取法律手段将土地使用权证书变更至彩虹集团公司，并配合地方有关部门切实防止土地被非法侵占的行为发生。

(二) 积极争取地方政府支持，将现有土地资产予以做整，在此基础上寻求合作者共同开发土地或者将土地予以转让。在将土地依法处理后，对于企业职工要尽可能在集团公司新建、改扩建项目中优先安排使用，无法安排的人员则用土地收益予以妥善安置。

V、彩虹学校高中部改制分流思路

一、基本情况（详见附件4）

二、存在的问题

彩虹学校教学质量在咸阳市乃至陕西省都名列前茅，其高中部尤其知名，但囿于目前体制和校舍限制，无法充分发挥资源优势。

三、改制分流思路

(一) 彩虹学校高中部的分离工作，应贯彻《国务院关于基础教育改革与发展的决定》的精神，继续与地方政府协商，将彩虹学校成建制移交地方政府管理。办学经费可采取集团公司与地方财政共同负担、逐年过渡的办法解决。如政府无力或不愿接收，对于彩虹学校高中部（非义务教育阶段）可采取社会力量联合办学的方式，吸引外来资本，实行产业化经营，实现改制分流。

(二) 集团公司将结合具体情况，在保证不影响学生上学、不影响教学秩序、不影响教学质量、保证办学经费落实的情况下，加强与投资意向单位及咸阳市政府教育主管部门的沟通，推动彩虹学校高中部的改制分流工作。

VI、彩虹医院改制分流思路

一、基本情况（详见附件4）

二、存在的问题

医院布局不合理，竞争优势不明显；对高级、核心医务人员的薪酬激励不够，人才流失严重。

三、改制分流思路

(一) 彩虹医院的分离改制将遵循《关于城镇医疗卫生体制改革的指导意



见》原则，并与城镇职工医疗保险制度改革相结合，同时继续执行集团公司医改政策。

(二) 具体改制方式：一是与当地政府协商，将医院资产、人员成建制移交地方政府，由地方政府统一管理；二是从集团公司分离出来，实行产业化经营，鼓励医院现有医务人员将所得经济补偿金作为购买医院的出资，与社会投资者共同投资联合办医。

(三) 医院分离后，有关经费按照目前集团公司医改政策执行，三年过渡期连续计算，费用逐年递减。

VII、培训中心改制分流思路

一、基本情况：包括彩虹职大、彩虹中专、彩虹技校（详见附件4）

二、改制分流思路

(一) 彩虹职大和彩虹中专做为企业办社会的一部分，其生存已成问题，因此应该将该部分职能予以剥离，并妥善安置相关人员。

(二) 彩虹技校作为集团公司进行职工技术培训的基地，条件成熟时再改制为独立运行的法人经济实体，并分流安置相关人员。

第四部分 主辅分离改制分流工作的组织和实施

一、主辅分离改制分流的工作原则和主要措施

根据国家再就业政策和胡锦涛总书记在 2003 年全国再就业座谈会会议上的讲话精神，集团公司以“带着岗位进市场”为宗旨，在实施主辅分离、改制分流过程中，尽可能在集团内部消化分流人员，不将就业矛盾社会化，并通过加大辅业企业产权改革的力度增强竞争力，吸收安置更多的社会新增就业人员，缓解社会就业压力。为此，集团公司将遵循以下工作原则，并采取相应措施予以落实：

(一) 主辅分离改制分流的工作原则

1、正确处理改革、发展、稳定的关系，充分考虑企业、职工和社会的承受能力，确保稳定。

2、实施改制分流与集团公司的结构调整、改制重组和做强主业相结合，促



进企业资产结构、组织结构、人员结构的优化。

3、实施改制分流要依法进行，规范操作，坚持“公开、公平、公正”的原则，维护国家、企业及职工的合法权益，防止国有资产流失和逃废债务的行为发生。

4、坚持“积极稳妥，总体规划，循序渐进，分步实施”的原则，条件成熟一个改制一个，确保改制企业成功转换机制，促进企业优化结构调整。

（二）实施主辅分离改制分流的主要措施

1、加强对全集团辅业改制分流工作的领导和组织工作。按照国经贸企改[2003]27号文件的要求，集团公司成立以总经理为组长，企管办、规划部、人力资源部等相关部门参加的主辅分离改制分流工作领导小组；列入改制分流范围的各单位也相应明确了具体的负责部门和人员，共同推动改制分流工作。

2、根据再就业相关配套政策精神，结合集团公司辅业的具体情况，编制相关单位辅业改制分流计划，并将计划分解落实。

3、重点突破，以点带面，积极稳妥地推进辅业改制分流工作。集团公司经研究，确定将工程公司等三家企业具备改制条件的企业作为第一批改制试点单位。通过改制试点，及时总结经验并归纳改制方案样本，为其他改制分流单位制定具体改制分流方案提供指导。

4、建立改制分流进展情况定期报告制度，及时掌握改制工作进展情况和遇到的问题，全面指导和协调整个主辅分离改制分流工作积极稳妥进行。

5、为使整个改制分流工作规范有序运作，集团公司聘请北京市大成律师事务所作为集团公司主辅分离、改制分流工作的总法律顾问，负责策划、协调、推动整个主辅分离、改制分流工作依法规范运行。

二、主辅分离改制分流工作的组织和实施

（一）主辅分离改制分流的组织机构

为加强对主辅分离改制分流工作的领导，集团公司成立由下列人员组成的主辅分离改制分流工作领导小组：组长：马金泉（集团公司总经理）、副组长：陶魁（集团公司党委书记）、刑道钦（集团公司副总经理）、牛新安（集团公司党委副书记）、郭盟权（集团公司副总经理）、张少文（集团公司



司副总经理)。

主辅分离改制分流工作领导小组下设办公室，成员由集团公司的企业管理、人事、财务等有关部门人员组成，具体负责主辅分离改制分流的日常工作。

主辅分离改制分流工作领导小组办公室主任：牛新安(兼)、副主任：张占葵、王西民、符九余、仇兴喜、许振东、魏小军 成员：陶永杰、高占民、杨怡星、王军、张文彦、闫跃平、宋文斌、庞军、梁天祥、龚仁斌。

(二) 主辅分离改制分流的决策和实施程序

集团公司进行主辅分离改制分流的主要决策和实施程序如下：

- 1、集团公司行政办公会通过决议，确定主辅业范围及拟进行改制分流的辅业单位，制定总体方案，报送国资委、财政部、劳动和社会保障部联合批复。
- 2、根据三部委的联合批复，进行改制分流的宣传动员，取得职工对改制工作的理解、支持和参与。
- 3、总体协调并制订改制分流方案并经改制企业职工代表大会审议，其中对于方案中涉及的职工分流安置和用于安置职工的资产处置等事项，应经职工代表大会审议通过。
- 4、集团公司行政办公会根据三部委的批复精神，对改制分流方案逐个进行审核认定。
- 5、集团公司主辅分离改制分流工作领导小组办公室指导并协调改制分流方案的实施。

(三) 实施主辅分离改制分流的操作规范

在改制分流实施过程中，相关人员要严格执行以下操作规范：

- 1、以 2002 年全国再就业会议和 2003 年再就业座谈会会议精神及 859 号文等相关配套文件精神为指导。
- 2、严格执行国家有关国有资产管理的法律法规，防止国有资产流失，不将国有资本无偿、低价折股或者低价转让给经营者和职工个人。
- 3、严格遵守民法通则、合同法等民事法律规范，切实维护债权人等相关方的合法权益，在改制分流过程中作好改制企业的债权债务清理工作，落实债权债务，不利用改制之机逃废银行或其他债权人的债务。



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1、安置分流职工过程中，要严格依照839号文及相关劳动政策法规执行，依法规范劳动关系，切实维护职工合法权益。

5、依照公司法等法律规范，将企业改制为产权主体多元化、法人治理结构健全、具备市场竞争力的现代公司制企业。



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附件 2:

彩虹集团公司组织机构图

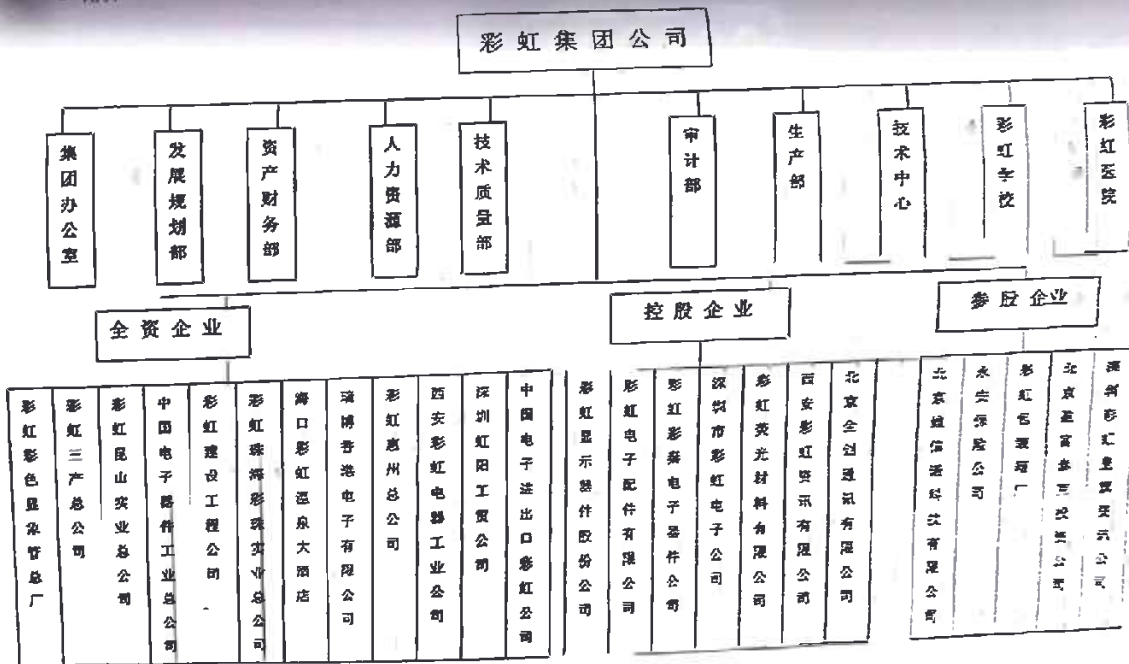


由 扫描全能王 扫描创建

IRI-CRT-00000998

2. 附件

彩虹集团公司组织机构图



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附件 3:

彩虹集团公司 战略定位和发展规划（摘要）



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件 3:

彩虹集团公司战略定位和发展规划（摘要）

一、彩虹集团公司面临的市场环境和竞争形势

（一）CRT 行业总体形势

虽然 CRT 具有相对良好的性价比，在很长一段时期内还有生存空间，但是其市场空间已经相对饱和，行业竞争激烈，总体形势不容乐观。

（二）世界范围内 CRT 市场情况

2001 年底，世界上从事 CRT 生产制造的公司约有 22 家，拥有约 70 座工厂，生产线 250 条左右，年产能 3 亿只，大于 2.5 亿只的全球市场需求。

与国内同行相比，彩虹集团公司所占市场份额较大，但与国际跨国公司相比，彩虹集团公司的全球市场占有率仍有一定距离。

（三）国内 CRT 市场总体情况

国内 CRT 行业目前有 12 家企业，截止到 2002 年底，共有 CPT 生产线 39 条，年产能 5000 万只左右；CDT 生产线共有 21 条，年产能 3740 万只。国内 CRT 的产能总体上大于国内市场需求。

（四）彩虹集团公司面临严峻的市场竞争压力

1、CRT 市场供大于求的局面将加剧

由于 2003 年国内 CRT 市场一度供不应求，以及对 2004 年市场的良好预期，各企业都在想方设法增加生产线或者进行扩产改造。可以预见，国内 CRT 市场供大于求的局面将加剧，这必然导致竞争更加白热化。

2、市场竞争者的威胁

中国 CPT 企业共有 12 家，其中 9 家是中外合资或外商独资企业，2 家是股份制公司，只有彩虹集团公司一家是国有独资企业。

自中国加入 WTO 之后，国际上生产 CRT 产品的主要企业已全部进入中国，并在中国投资设厂，与彩虹集团公司展开直接竞争，全球一体化竞争格局已经形成。



山 扫描全能王 扫描创建

彩虹集团公司国内市场占有率虽然处于领先地位,但并非行业主导者,其他几家企业的市场份额都在 11%以上,已对彩虹集团在行业内的地位构成挑战。

3、行业退出壁垒高造成竞争刚性增大

由于 CRT 行业投资大,周期长,专用设备和资产多,清算价值低,从业人员多,因此行业的退出壁垒很高,这无疑大大增加了竞争的刚性和激烈程度。

4、替代品的威胁

自 20 世纪 90 年代后半期开始,平板显示器件(FPD)等新技术得到迅猛地发展,此外,由于大规模集成电路的发展,以及计算机和数字技术的应用,也引导彩色电视机技术的款式向大屏幕、平面化、超薄型化发展。LCD、PDP 等新型显示器件的发展对 CRT 行业形成巨大的冲击。由于彩虹集团公司的主要产品集中在传统的 CRT 领域,因此面对替代品发展的压力大。

二、彩虹集团公司的战略定位

(一) 行业和产品定位

1、彩虹集团公司行业和产品定位的局限性

彩虹集团公司现有的资源主要集中在现有的 CRT 领域,在新型显示器件技术和产品研发方面薄弱,由于新型显示器件行业进入门槛高,短期内彩虹集团公司尚不具备全面进入新型显示器件领域的条件,行业和产品定位有很大局限。

2、彩虹集团公司行业和产品的市场前景

虽然传统 CRT 尤其是 CPT 行业领域竞争激烈,但是有关研究结论表明: CRT 产品仍旧存在较大的市场发展空间, CRT 技术仍有较长的生存时间。

3、彩虹集团在 CRT 行业的资源和优势

- (1) 彩虹集团公司具备经营管理和技术人才优势。
- (2) 形成了纵向一体化的零部件配套体系和成本优势。
- (3) 具有了一定的经济实力,并拓展了融资渠道。

根据前述分析,彩虹集团公司应立足于现有的 CRT 行业,将现有 CRT 产品



做大做强，并在此基础上通过实施相关多元化战略，适时进入新型显示器件领域，实现产业和产品的结构性调整，从而解决企业后续发展的问题。

(二) 彩虹集团公司的发展战略

1、总体发展战略

彩虹集团公司的总体发展战略是：实施总成本领先战略，形成以现有显示器件为龙头，零部件实现产业化，做强、做大主业；积极跟踪、调研、分析新型显示器件领域的技术和产品，实施相关多元化战略，实现产业和产品结构调整，使彩虹集团发展成为产品多元化、经营规模化、管理现代化的国际型显示器件生产和研发基地。

2、基本竞争战略：总成本领先战略和相关多元化战略

(1) 在 CRT 产品领域，实施总成本领先战略，并将其作为彩虹集团公司的基本竞争战略。

(2) 在新型显示器件领域，实施相关多元化战略。

为解决彩虹集团公司后续发展问题，彩虹集团在新型显示器件领域采取积极跟踪的策略，实施相关多元化战略。实现的途径主要有：一是通过密切跟踪、调研新型显示器件领域的新技术、新产品的发展趋势，适时进入该领域；二是借助国外显示器件产业结构调整 and 专业化分工的时机，与跨国显示器件企业实施战略合作，通过提供专业配套等方式，逐步参与到新型显示器件的价值链条中，实现产业和产品的结构性调整。

3、彩虹集团公司中长期战略规划

实施总成本领先战略，打造总成本领先的核心竞争力，奠定实现经营规模化的基石；实施相关多元化经营战略，在新型显示器件领域寻求彩虹集团公司新的经济增长点，培育第二支柱产业。

4、中长期战略的目标

到2010年，使彩虹集团公司发展成为产品多元化、经营规模化、管理现代化的国际型显示器件生产和研发基地，为“立百年彩虹”的远景目标奠定坚实基础。



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参加改制分流单位名单及基本情况



由 扫描全能王 扫描创建

参加改制分流单位名单及基本情况

一、参加改制分流单位名单

- 1、彩虹学校(高中部)
- 2、彩虹医院
- 3、彩虹培训中心(包括彩虹职大、彩虹中专、彩虹技校)
- 4、彩虹三产总公司
- 5、彩虹幼儿园 (彩虹三产总公司管理)
- 6、公益设施部 (彩虹三产总公司管理)
- 7、物业管理中心 (彩虹三产总公司管理)
- 8、通信站 (彩虹三产总公司管理)
- 9、客车队 (彩虹三产总公司管理)
- 10、彩虹宾馆 (彩虹三产总公司管理)
- 11、彩虹招待所 (彩虹三产总公司管理)
- 12、彩虹商饮公司 (彩虹三产总公司管理)
- 13、彩虹汽修厂 (彩虹三产总公司管理)
- 14、彩虹广告公司 (彩虹三产总公司管理)
- 15、彩虹装潢公司 (彩虹三产总公司管理)
- 16、修建园艺公司 (彩虹三产总公司管理)
- 17、彩虹劳保用品厂 (彩虹三产总公司管理)
- 18、彩虹动力厂
- 19、彩虹电子包装材料厂 (彩虹三产总公司管理)
- 20、彩虹托架厂 (彩虹三产总公司管理)
- 21、彩虹化工厂 (彩虹三产总公司管理)
- 22、彩虹包装箱厂
- 23、深圳彩虹电子有限公司
- 24、陕西彩虹建设工程有限公司
- 25、深圳虹阳工贸公司



- 26、中国电子器件工业总公司
- 27、西安彩虹电器工业有限公司
- 28、海口彩虹温泉大酒店

二、拟改制分流单位基本情况

(一) 企业办社会单位

1、彩虹学校

学校设小学部、初中部和高中部，在编教职工 223 人，其中教师 192 人，教学辅助人员 27 人，校长、副校长 4 人，教师和非教学人员之比为 7:1。学校全员实行合同制，教师实行聘任制。

学校固定资产为 932.23 万元。学校每年共需经费 910 万元，其中 635 万元由集团公司下拨，275 万元由学校创收。

2、彩虹医院

彩虹医院成立于 1978 年，1995 年被评为二级甲等医院。咸阳市将其定位为“非赢利性医院”。

彩虹集团对医院 2002 年拨款 500 万元，2003 年拨款 300 万元，2004 年拟拨款 150 万元，之后全面推向市场。目前与彩虹集团公司有劳动关系的职工共 150 人。

3、彩虹培训中心

培训中心下设彩虹职大、彩虹中专和彩虹技校三所学校，隶属于彩虹人力资源部，主要负责集团公司员工在职培训、学历教育和岗前培训。培训中心费用实行收支两条线，2002 年集团公司下拨经费为 343 万元，上缴各种费用 95 万元。与彩虹集团公司有劳动关系职工 40 人，其中教师 22 人，管理人员 18 人。

(二) 辅业单位较为集中的彩虹三产总公司

4、彩虹三产总公司基本情况

三产总公司于 1994 年 4 月成立，为集团公司全资子公司，实际上承担着集团公司对部分辅业单位的管理职能。该公司有 4 个生产配套厂，8 个经营性服务单位，2 个公益事业型单位。

三产总公司业务普遍市场竞争性不强，业务收入的对象主要为集团公司。



截止 2003 年 6 月 30 日, 总公司共有职工 1280 人 (不包括园艺公司劳务工和在彩虹电子包装材料厂、托架厂、化工材料厂、劳保用品厂、总公司机关工作的职工 50 人), 其中与彩虹集团公司有劳动关系的职工 530 人。

截止 2002 年 12 月 31 日, 三产总公司资产合计 59,925,425.32 元, 负债合计 23,727,912.54 元, 所有者权益合计 36,197,512.78 元。

(三) 福利型后勤服务单位

5、彩虹幼儿园 (归属彩虹三产总公司管理)

彩虹幼儿园为集团公司福利单位, 主要收教集团公司员工子女, 隶属于彩虹三产总公司, 为国家先进幼教单位。现有员工 190 人, 其中与彩虹集团公司有劳动关系的职工 112 人, 每年工资支出 280 万元, 管理费用 200 万元左右, 加上水、电、暖等其他各项费用, 每年共需 700 万元, 其中幼儿园创收 140 万元, 资金缺口为 560 万元, 由彩虹集团公司受益单位分摊。目前, 幼儿园通过开展特色幼教活动, 赢利能力逐渐增强。

6、公益设施部 (归属彩虹三产总公司管理)

下属单位有房产管理室、文体管理室、班车队和保龄球馆。房产管理室与集团公司有劳动关系职工 13 人。文体管理室设有俱乐部、体育馆和游泳池, 与彩虹集团公司有劳动关系的职工 12 人。班车队有 6 辆车, 配有 6 个司机, 3 个售票员。保龄球馆与彩虹集团公司有劳动关系职工 10 人。

7、物业管理中心 (归属彩虹三产总公司管理)

中心主要是代收住户的水电费, 职能与修建园艺公司有重叠。截止 2003 年 6 月 30 日, 所有者权益为 1026659.57 元。与彩虹集团公司有劳动关系的职工 12 人。

8、通信站 (归属彩虹三产总公司管理)

通信站主要以寻呼和集团内部电话为主营业务, 现寻呼业务已基本停办, 内部电话业务受到社会各通信公司的冲击较大, 目前采用责任承包的方式开展经营。与彩虹集团公司有劳动关系的职工有 26 人。

9、客车队 (归属彩虹三产总公司管理)

客车队目前采用责任承包的方式开展经营, 经营市场狭小, 不能独立生存。客车队与彩虹集团公司有劳动关系的职工 10 人 (其中一人待岗)。



(四) 经营性后勤服务单位

10、彩虹宾馆（归属彩虹三产总公司管理）

彩虹宾馆隶属于三产总公司，业务及收入主要是住宿与承办会议，在宾馆收入中，企业消费占 21%，与企业业务有关市场消费占 10% 左右，其他均为市场客源。截止 2003 年 6 月 30 日，所有者权益为 10564608.43 元。现有职工 204 人，其中与彩虹集团公司有劳动关系职工 58 人。

11、彩虹招待所（归属彩虹三产总公司管理）

彩虹招待所业务及收入主要为住宿、餐饮、承办小型会议、举办培训班。年营业收入大约 400 万元，其中餐饮收入占营业收入的 55%。截止 2003 年 6 月 30 日，招待所所有者权益为 2357766.95 元。现有员工 103 人，其中与彩虹集团公司有劳动关系职工 19 人。

12、彩虹商饮公司（归属彩虹三产总公司管理）

现下辖生活灶、冷饮厂、浴池、购物超市等经营单位，主要为集团公司提供生活服务。截止 2003 年 6 月 30 日，所有者权益为 5263077.84 元。1995 年至 2000 年，一部分职工自谋出路。现有职工 163 人，其中与彩虹集团公司有劳动关系职工 58 人。

13、彩虹汽修厂（归属彩虹三产总公司管理）

彩虹汽修厂采用个人承包的方式经营，与彩虹集团公司有劳动关系职工 8 人。

14、彩虹广告公司（归属彩虹三产总公司管理）

广告公司采用个人承包方式进行经营。与彩虹集团公司有劳动关系职工 5 人，其中 1 人挂靠彩虹自主经营。

15、彩虹装潢公司（归属彩虹三产总公司管理）

装潢公司采用个人经营承包方式。与彩虹集团公司有劳动关系职工 4 人。

16、彩虹修建园艺公司（归属彩虹三产总公司管理）

公司主要业务是负责总厂生产、生活区的绿化和环保，此外也承接部分工程和维修项目。截止 2003 年 6 月 30 日，所有者权益总额为 3298280.38 元。共有职工 428 人，其中与彩虹集团公司有劳动关系职工 113 人。

17、劳保用品厂（归属彩虹三产总公司管理）



业务及收入主要为经营手套、洁净服，产品 95%面向总厂，5%外销，截止 2003 年 6 月底，劳保厂所有者权益总额为 120765 元。与彩虹集团公司有劳动关系职工 11 人。

18、彩虹动力厂（隶属彩虹彩色显象管总厂）

动力厂是彩虹集团公司全资设立的动能生产与输配专业工厂，主要为彩虹集团公司咸阳地区集团内部用户提供动能、生产生活用水和输配电服务，并负责处理生产和生活废水。现有固定资产 4.9 亿，2003 年该厂实现销售收入 4.2 亿元，实现利润 2600 万元。现有职工 793 人。

（五）提供配套产品或服务的企业

19、彩虹电子包装材料厂（又名彩虹泡托厂，归属彩虹三产总公司管理）

业务主要面向集团公司内部，为股份公司主要生产 54cm 和 64cm 泡托架，为荧光粉有限公司生产精制硫酸、高浓度盐酸。现有资产 4,300,000 元，主要为机器设备。与彩虹集团公司有劳动关系职工 30 人。

20、彩虹托架厂（归属三产总公司管理）

业务和收入主要是通过回收旧托架并进行修理，赚取差价，对集团公司独家供应。工厂现有固定资产 53 万元，其中，房屋建筑 33.7 万元，机械设备 4.7 万元，电子设备 7 万元，运输设备 7.5 万元。现有职工 115 人，其中与彩虹集团公司有劳动关系职工 48 人。

21、彩虹化工厂（归属三产总公司管理）

业务主要是生产和供应化工产品，如绝缘液、水融性粘接剂等。2002 年产值 249 万元，利润 24 万元。截止 2003 年 6 月 30 日，所有者权益为 1,360,779 元，不良资产 174532 元。与彩虹集团公司有劳动关系职工 21 人。

22、彩虹包装箱厂

主要生产彩色显示器件包装箱等材料，是彩虹集团公司与地方合资成立的彩管配套生产企业，彩虹集团公司占有该企业 30%的股份。目前该企业有彩虹集团公司外派职工 11 人。

23、深圳彩虹电子公司（改制试点单位，具体情况见总体方案中《深圳彩虹电子公司改制分流方案》）

（六）彩虹集团公司投资设立的与主业关联度不大的全资和控公司



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24、陕西彩虹建设工程公司（改制试点单位，具体情况见总体方案中《陕西彩虹建设工程公司改制分流方案》）

25、深圳虹阳工贸公司

目前公司主要业务是荧光粉销售、房屋租赁。截止2002年12月31日，资产合计244,022,127.08元，负债合计15,467,162.26元，所有者权益合计228,554,964.82元。

26、中国电子器件工业总公司（改制试点单位，具体情况见总体方案中《中国电子器件工业总公司改制分流方案》）

27、西安彩虹电器工业有限责任公司

该公司为彩虹集团公司控股企业，目前公司因经营问题已停业。截止2002年12月31日，资产合计77,999,911.54元，负债总计100,117,247.22元，所有者权益合计为22,117,335.68元。

28、海口彩虹温泉大酒店

该酒店为彩虹集团公司全资子公司，目前公司因经营问题已停业。截止2002年12月31日，资产合计79,995,391.52元，负债合计1,135,456.44元，所有者权益合计78,859,935.08元。

